

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET
FOR THE PERIOD NOVEMBER 28, 2022, THROUGH OCTOBER 3, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

<u>/s/ Joshua A. Sussberg</u>	<u>11/20/2023</u>
JOSHUA A. SUSSBERG	Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Third Interim and Final Fee Application Covering the
Period November 28, 2022, through October 3, 2023

FEE TOTALS	\$16,310,597.00
DISBURSEMENTS TOTALS	\$1,632,145.55
TOTAL FEE APPLICATION	\$17,942,742.55

	<u>FEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED:	\$16,310,597.00	1,632,145.55
TOTAL FEES ALLOWED TO DATE:	\$8,266,011.00	\$274,026.91
TOTAL RETAINER REMAINING:	\$529,673.00	\$0.00
TOTAL HOLDBACK (IF APPLICABLE):	\$1,370,835.00	\$0.00
TOTAL RECEIVED BY APPLICANT:	\$13,285,974.20	\$1,346,058.31

**SECTION II
CASE HISTORY**

- (1) Date case filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. See Exhibit B.

If limit on number of hours or other limitations to retention, set forth: N/A

- (4) Summarize in brief the benefits to the estate and attach supplements as needed: See narrative portion of fee application.
- (5) Anticipated distribution to creditors:
 - (a) Administration expense: To be paid in accordance with the *Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1609] (the “Plan”). See Exhibit A to the *Revised Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement Relating to the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code on a Final Basis and (II) Confirming the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1655].
 - (b) Secured creditors: To be paid in accordance with the Plan.
 - (c) Priority creditors: To be paid in accordance with the Plan.
 - (d) General unsecured creditors: To be paid in accordance with the Plan.
- (6) Final disposition of case and percentage of dividend paid to creditors (if applicable): This is the third interim and final fee application. Distributions to creditors will be made in accordance with the Plan.

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP

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Attorneys for Debtors and Wind-Down Debtors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:

BLOCKFI INC., *et al.*,

Wind-Down Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**THIRD INTERIM AND FINAL
FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP,
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE (I) THIRD INTERIM FEE PERIOD FROM AUGUST 1, 2023,
THROUGH AND INCLUDING OCTOBER 3, 2023, AND (II) FINAL FEE PERIOD
FROM NOVEMBER 28, 2022, THROUGH AND INCLUDING OCTOBER 3, 2023**

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), attorneys for the above-captioned wind-down debtors (before the effective date of their chapter 11 plan, collectively, the “Debtors” and after the effective date of their chapter 11 plan, collectively, the “Wind-Down Debtors”), hereby submits its third interim and final fee application

¹ The Wind-Down Debtors in these Chapter 11 Cases, along with the last four digits of each Wind-Down Debtor’s federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965); and BlockFi Lending II LLC (0154). The location of the Wind-Down Debtors’ service address is 100 Horizon Center Blvd., 1st and 2nd Floors, Hamilton, NJ 08691.

(the “Fee Application”) for (a) allowance of compensation for professional services provided in the amount of \$1,702,441.50 and reimbursement of actual and necessary expenses in the amount of \$286,087.24 that K&E incurred for the period from August 1, 2023 through October 3, 2023 (the “Third Interim Fee Period”) and (b) final allowance of compensation for professional services provided in the amount of \$16,310,597.00 and reimbursement of actual and necessary expenses in the amount of \$1,632,145.55 that K&E incurred for the period from November 28, 2022 through October 3, 2023 (the “Fee Period”). In support of this Fee Application, K&E submits the declaration of Joshua A. Sussberg, president of Joshua A. Sussberg, P.C., a partner of K&E, (the “Sussberg Declaration”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Fee Application, K&E respectfully states as follows.

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2016-1 and 2016-3 of the Local Rules of the United States Bankruptcy Court, District of New Jersey (the “Local Rules”), the *Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court*, dated January 17, 2023 [Docket No. 307] (the “Administrative Fee Order”).

Background

4. On November 28, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 29, 2022, the Court entered an order [Docket No. 42] authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request has been made for the appointment of a trustee or examiner in these chapter 11 cases. On December 21, 2022, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”) [Docket No. 130].

5. A description of the Debtors’ businesses, the reasons for commencing these chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of Mark A. Renzi in Support of Debtors’ Chapter 11 Petitions and First-Day Motions* (the “First Day Declaration”),² filed on November 28, 2022 [Docket No. 17] and incorporated herein by reference.

6. On January 17, 2023, the Court entered the Administrative Fee Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the First Day Declaration or the *Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1609] (including its previously filed iterations, as amended or modified from time to time, the “Plan”), as applicable.

7. On October 3, 2023, the Court entered the *Revised Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement Relating to the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code on a Final Basis and (II) Confirming the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* (the “Confirmation Order”) [Docket No. 1655], pursuant to which the Court approved and confirmed the Plan. On October 24, 2023, the Wind-Down Debtors filed the *Notice of (I) Entry of the Order (A) Approving the Disclosure Statement on a Final Basis and (B) Confirming the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications) and (II) Occurrence of the Effective Date* [Docket No. 1788].

Information Required by the Trustee Guidelines

• **THE SCOPE OF THE APPLICATION**

Consistent with the Guidelines, K&E discloses the following concerning the scope of the Application:

Name of Applicant	Kirkland & Ellis LLP and Kirkland & Ellis International LLP
Name of Client	BlockFi Inc., <i>et al.</i> (Debtors and Debtors in Possession)
Petition Date	November 28, 2022
Retention Date	Order signed February 1, 2023, effective November 28, 2022. <i>See</i> Retention Order at Docket No. 448, a copy of which is attached hereto as <u>Exhibit B</u> .
Time Period Covered by Application	November 28, 2022 – October 3, 2023
Terms and Conditions of Employment	Hourly
Interim / Final	Third Interim and Final application under 11 U.S.C. §§ 330 and 331

Date and Terms of Administrative Fee Order	On January 17, 2023, this Court entered the Administrative Fee Order. Pursuant to the Administrative Fee Order, Professionals, as defined therein, can file monthly fee statements with the Court. If there are no objections to a monthly fee statement, Professionals are entitled to payment of eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in their monthly fee statement. The Administrative Fee Order further provides that Professionals may file interim fee applications for allowance of compensation and reimbursement of expenses of the amount sought in their monthly fee statements, including the twenty percent (20%) holdback pursuant to section 331 of the Bankruptcy Code at four-month intervals or such other intervals directed by the Court.
11 U.S.C. § 330	K&E seeks compensation under 11 U.S.C. § 330.
Total Compensation (Fees) Sought this Period	\$1,702,441.50
Total Expenses Sought this Period	\$286,087.24
Total Compensation Approved by Interim Order to Date	\$8,266,011.00
Total Expenses Approved by Interim Order to Date	\$274,026.91
Blended Rate in This Application for All Attorneys	\$1,195.12
Blended Rate in This Application for All Timekeepers	\$1,150.26
Compensation Sought in This Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$13,285,974.20
Expenses Sought in This Application Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed	\$1,346,058.31
If Applicable, Number of Professionals in This Application Not Included in Staffing Plan Approved by Client	37
If Applicable, Difference Between Fees Budgeted and Compensation Sought for This Period	N/A
Number of Professionals Billing Fewer Than 15 Hours to the Case During This Period	45
Are Any Rates Higher Than Those Approved or Disclosed at Retention? If Yes, Calculate and Disclose the Total Compensation Sought in This Application Using the Rates Originally Disclosed in the Retention Application	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	N/A

Preliminary Statement

8. During the Fee Period, K&E represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues, as a result of which the Debtors took action to maximize the value of their estates for the benefit of all parties in interest.

9. With K&E's advice and counsel, the Debtors accomplished, among other things, the following achievements:

- (a) filed for chapter 11 and successfully secured approval of all "first day" motions, allowing the Debtors to smoothly transition into chapter 11;
- (b) filed a motion for approval of their employee retention programs and successfully obtained approval of the same;
- (c) filed the Bidding Procedures Motion³ and obtained Court approval of the same;
- (d) conducted marketing and sale processes which resulted in the sale of certain of the Debtors' assets;
- (e) worked with the joint provisional liquidators of BlockFi International Ltd. in connection with that company's wind-up petition pending in the Supreme Court of Bermuda;
- (f) filed the Debtors' schedules of assets and liabilities and statements of financial affairs;
- (g) filed the Bar Date Motion⁴ and obtained Court approval of the same;
- (h) filed a motion requesting a waiver of section 345(b) of the Bankruptcy Code in response to the unprecedented collapse of Silvergate Bank, Silicon Valley Bank, and Signature Bank;⁵

³ Debtors' Motion Seeking Entry of an Order (I) Approving the Bidding Procedures and Related Dates and Deadlines, (II) Scheduling Hearings and Objection Deadlines with Respect to the Debtors' Sale, Disclosure Statement, and Plan Confirmation, and (III) Granting Related Relief [Docket No. 226].

⁴ Debtors' Motion for Entry of an Order (I) Setting Bar Dates for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, (III) Approving Notice Thereof, and (IV) Granting Related Relief [Docket No. 225].

⁵ Debtors' *Emergency* Motion for Entry of an Order (I) Granting a Limited Waiver of the Deposit Requirements of Section 345(b) of the Bankruptcy Code and (II) Granting Related Relief [Docket No. 770].

- (i) responded to voluminous diligence requests by the Committee;
- (j) engaged in mediation sessions on June 5, 2023, June 6, 2023, and June 23, 2023, with the Committee successfully negotiated a settlement with the Committee on certain key issues surrounding the Plan;
- (k) filed supplemental declarations in support of the Debtors' applications to retain the Applicant;
- (l) filed monthly operating reports for each month of the Fee Period;
- (m) filed three exclusivity extension motions [Docket Nos. 659, 886, and 1392], the *Reply Memorandum in Support of the Debtors' Second Motion to Extend Exclusivity Periods* [Docket No. 1175], and numerous bridge orders extending the Debtors' exclusive period [Docket Nos. 889, 1052, 1086, 1194, and 1237];
- (n) filed the Wallet Withdrawal Motion⁶ to return non-estate property to their clients as soon as practicable, filed the Wallet Reply⁷ in support of the return of non-estate Wallet assets back to their clients, and obtained entry of the Wallet Order⁸ granting such relief;
- (o) drafted the Disclosure Statement Motion⁹ and the Supplemental Disclosure Statement Motion,¹⁰ and obtained conditional approval of the Disclosure Statement;
- (p) negotiated and filed multiple iterations of the Plan and Disclosure Statement;

⁶ *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) Honor Withdrawals from Wallet Accounts, (B) Update the User Interface to Properly Reflect Transactions and Assets as of the Platform Pause, and (C) Conduct Ordinary Course Reconciliation of Accounts, and (II) Granting Related Relief* [Docket No. 121]

⁷ *Debtors' Omnibus Reply in Support of Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) Honor Withdrawals from Wallet Accounts, (B) Update the User Interface to Properly Reflect Transactions and Assets as of the Platform Pause, and (C) Conduct Ordinary Course Reconciliation of Accounts, and (III) Granting Related Relief* [Docket No. 805].

⁸ *Order (I) Authorizing the Debtors to (A) Honor Withdrawals from Wallet Accounts, (B) Update the User Interface to Properly Reflect Transactions and Assets as of the Platform Pause, and (C) Conduct Ordinary Course Reconciliation of Accounts, and (II) Granting Related Relief* [Docket No. 1451].

⁹ *Debtors' Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) the Solicitation and Notice Procedures, (III) the Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto* [Docket No. 876].

¹⁰ *Debtors' Supplemental Motion for Entry of an Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Replying to Objections to the Disclosure Statement* [Docket No. 1294].

- (q) obtained entry of the Confirmation Order; and
- (r) consummated the Plan and emerged from chapter 11 on the effective date of the Plan (the “Effective Date”).

Case Status Summary

10. The Debtors filed these chapter 11 cases after an unprecedented collapse of the cryptocurrency industry, exacerbated by the collapse of FTX Trading Ltd. On November 28, 2022, in an effort to retain value on the BlockFi platform and protect the investments of millions of clients, the Debtors filed their voluntary petitions commencing these chapter 11 cases in the Bankruptcy Court for the District of New Jersey. The Debtors obtained all necessary first day relief to preserve value of the Debtors’ estates.

11. But the challenges faced by the Debtors in these chapter 11 cases did not stop there, and include, among others, the inability to find a third-party buyer for the Debtors’ customer platform after conducting a robust marketing process, the worst banking collapse in decades halting access to the Debtors’ bank accounts, months of negotiations that included several mediation sessions to reach a consensual deal with the Committee, numerous adversary proceedings, and the treatment of claims held against other bankrupt cryptocurrency platforms such as FTX Trading Ltd. and Three Arrows Capital. Nevertheless, the Debtors with the help of K&E and their other advisors moved forward to confirm and effectuate a value maximizing Plan that provides for an orderly wind-down of the Debtors’ estates and in-kind distributions for the Debtors’ clients. The Plan is value maximizing for the Debtors’ clients and provides upside for the potential recovery of billions of dollars in claims against other cryptocurrency platforms.

12. These chapter 11 cases presented significant legal issues, many of which are complex and matters of first impression. During the Fee Period, the Debtors and their advisors worked to resolve the complex issues in these chapter 11 cases. In spite of the complexities of

these chapter 11 cases, the Debtors, with the assistance of their advisors, accomplished a great deal during the Fee Period from both an administrative and operational perspective. For example, as advised by K&E, the Debtors have, among other things: (a) filed “first day” motions and obtained related relief; (b) filed a motion seeking to return non-estate Wallet assets back to their clients and prevailed in a contested hearing to obtain entry of the Wallet Order; (c) filed and obtained approval of a motion to implement employee retention programs; (d) filed the Bidding Procedures Motion for contemplated sale processes and consummated a sale transaction for their self-mining assets following an auction; (e) worked closely with the Joint Provisional Liquidators in connection with international issues, including the concurrent proceeding of BlockFi International Ltd. pending in the Supreme Court of Bermuda; (f) worked closely with regulators regarding numerous governmental and regulatory issues; (g) obtained approval of the retentions of their advisors; (h) filed the Bar Date Motion to establish the claims bar dates and distributed bar date notices to their clients and other stakeholders in connection therewith; (i) brought stability to the Debtors’ cash management system in light of the Silicon Valley Bank receivership and other bank failures; (j) participated in mediation with the Committee and successfully negotiated the Committee Settlement that is embodied in the Plan; (k) filed an application for entry of an order clarifying the Wallet Order to facilitate client withdrawals of their Wallet Assets; (l) drafted, negotiated, and filed multiple iterations of the plan supplement to properly effectuate the Plan; (m) filed a brief and multiple declarations in support of confirmation and obtained entry of the Confirmation Order; and (n) consummated the Plan and emerged from chapter 11 on the Effective Date, all as more fully described herein.

13. Given the Debtors’ accomplishments during the Fee Period, as advised by K&E, and the complexities of these chapter 11 cases, K&E submits that the compensation and expense

reimbursement sought herein for the necessary and beneficial professional services K&E provided to the Debtors during the Fee Period is reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases and should be approved.

The Debtors' Retention of K&E

14. On February 1, 2023, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 448] (the "Retention Order"), attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse K&E in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Administrative Fee Order. The Retention Order also authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to reimburse K&E for K&E's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of K&E's engagement are detailed in the engagement letter by and between K&E and the Debtors, effective as of November 12, 2022, and attached hereto as **Exhibit C** (the "Engagement Letter").

15. The Retention Order authorizes K&E to provide the following services consistent with and in furtherance of the services enumerated above:

- a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their businesses and properties;
- b. preparing pleadings, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates and consistent with the services identified in the Retention Order;
- c. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates before those courts in connection with the services in the Retention Order; and

- d. performing all other legal services reasonably necessary or otherwise beneficial for the Debtors in connection with these chapter 11 cases.

Disinterestedness of K&E

16. To the best of the Wind-Down Debtors' knowledge and as disclosed in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 133-2] (the "K&E Declaration"), (a) K&E is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) K&E has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the K&E Declaration.

17. K&E may have in the past represented, may currently represent, and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the K&E Declaration, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts.

18. K&E performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

19. Except to the extent of the advance payments paid to K&E that K&E previously disclosed to this Court in the K&E Declaration, K&E has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

20. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than

with the partners, counsel, and associates of K&E or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Administrative Fee Order

21. This Fee Application has been prepared in accordance with the Administrative Fee Order, Article II.B.1. of the Plan, and paragraph 91 of the Confirmation Order.

22. K&E seeks interim compensation for professional services rendered to the Debtors during the Third Interim Fee Period in the amount of \$1,702,441.50 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$286,087.24. During the Third Interim Fee Period, K&E attorneys and paraprofessionals expended a total of 1,336.80 hours for which compensation is requested.

23. In accordance with the Administrative Fee Order, as of the date hereof, K&E has received payments totaling \$0.00 (\$0.00 of which was for services provided and \$0.00 of which was for reimbursement of expenses) for the Third Interim Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, K&E seeks payment of the remaining \$1,988,528.74, which amount represents the entire amount of unpaid fees and expenses incurred between August 1, 2023, and October 3, 2023.¹¹

24. K&E seeks final allowance and approval of compensation for professional services rendered to the Debtors during the Fee Period in the aggregate amount of \$16,310,597.00 and reimbursement of actual expenses incurred in connection with such services in the aggregate amount of \$1,632,145.55, for a total allowance of \$17,942,742.55 for fees and expenses incurred. To date, K&E has received total payment of \$14,632,032.51 (\$13,285,974.20 for legal services

¹¹ This amount also reflects the 20% holdback for the Third Interim Fee Period.

rendered to the Debtors and \$1,346,058.31 for related expenses during the Fee Period pursuant to the Administrative Fee Order).

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

25. K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is K&E's budget and staffing plan for this Fee Period and attached hereto as **Exhibit E** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

26. In the ordinary course of K&E's practice, K&E maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;

- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional at K&E's current billing rates;
- the hourly billing rate for each attorney and each paraprofessional as disclosed in the first interim application;
- the number of rate increases since the inception of the case; and
- a calculation of total compensation requested using the rates disclosed in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 133] (the "Retention Application").

C. Expenses Incurred During Fee Period.

27. In the ordinary course of K&E's practice, K&E maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought. K&E currently charges \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Retention Order, K&E charged no more than \$0.10 per page for standard duplication services in these chapter 11 cases. K&E does not charge its clients for incoming facsimile transmissions.

28. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit G** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

29. As discussed above, during the Fee Period, K&E provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of

critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

30. To provide a meaningful summary of K&E's services provided on behalf of the Debtors and their estates, K&E has established, in accordance with its internal billing procedures, certain subject matters categories (each, a "Matter Category") in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:¹²

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
2	Chapter 11 Filing	303 - 348	177.40	\$333,000 - \$383,000	\$174,250.00
3	Adversary Proceeding & Contested Matters	1,406 - 1,617	1,013.80	\$1,665,000 - \$1,915,000	\$1,347,117.00
4	Automatic Stay Matters	36 - 41	34.90	\$37,000 - \$43,000	\$31,758.50
5	Business Operations	38 - 44	33.20	\$46,000 - \$53,000	\$39,891.00
6	Case Administration	451 - 519	455.80	\$503,000 - \$578,000	\$501,088.50
7	Cash Management	273 - 314	311.80	\$389,000 - \$447,000	\$384,843.00
8	Customer and Vendor Communications	127 - 146	162.30	\$187,000 - \$215,000	\$182,870.00
9	Claims Administration and Objections	238 - 274	372.90	\$370,000 - \$426,000	\$369,799.00
10	Official Committee Matters and Meetings	147 - 169	157.80	\$231,000 - \$266,000	\$226,782.50
11	Use, Sale, and Disposition of Property	1,498 - 1,723	1,349.20	\$1,850,000 - \$2,128,000	\$1,466,467.00
12	Corp., Governance, & Securities Matters	106 - 122	81.60	\$130,000 - \$150,000	\$98,283.00
13	Employee Matters	741 - 852	653.50	\$777,000 - \$894,000	\$776,289.00
14	Executory Contracts and Unexpired Leases	22 - 25	20.90	\$37,000 - \$43,000	\$19,133.50
15	SOFAs and Schedules	152 - 175	137.30	\$167,000 - \$192,000	\$161,921.00
16	Hearings	278 - 320	249.10	\$337,000 - \$388,000	\$335,443.50
17	Insurance and Surety Matters	51 - 59	44.80	\$74,000 - \$85,000	\$66,087.50
18	Disclosure Statement, Plan, Confirmation	3,408 - 3,919	3,114.10	\$3,967,000 - \$4,562,000	\$3,730,363.00
19	International Issues	93 - 107	55.40	\$93,000 - \$107,000	\$70,657.00

¹² In certain instances, K&E may have billed the same amount of fees, but different number of hours to different Matter Categories. This difference is the result of different staffing of each such Matter Category.

Matter Number	Matter Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
20	K&E Retention and Fee Matters	1,204 - 1,385	1,130.90	\$999,000 - \$1,149,000	\$984,179.50
21	Non-K&E Retention and Fee Matters	444 - 511	462.30	\$490,000 - \$564,000	\$481,035.50
22	Tax Matters	142 - 163	85.70	\$165,000 - \$190,000	\$107,172.50
23	Non-Working Travel	506 - 582	138.00	\$278,000 - \$320,000	\$202,124.00
24	U.S. Trustee Communications & Reporting	151 - 174	130.10	\$167,000 - \$192,000	\$154,994.00
25	Regulatory	1,403 - 1,613	1,413.10	\$1,480,000 - \$1,702,000	\$1,472,176.00
26	Investigation Matters	1,108 - 1,274	955.00	\$1,499,000 - \$1,724,000	\$1,363,026.00
27	Expenses	-	-	-	\$1,632,145.55
28	Pro Se Party Communication	107 - 123	96.00	\$173,000 - \$199,000	\$89,110.00
29	Wallet Withdrawal Relief	1,818 - 2,091	1,343.00	\$1,850,000 - \$2,128,000	\$1,473,735.50
TOTALS		16,253 – 18,691	14,179.90	\$18,294,000 - \$18,716,000	\$17,942,742.55

31. The following is a summary, by Matter Category, of the most significant professional services provided by K&E during the Fee Period. This summary is organized in accordance with K&E's internal system of matter numbers. The detailed descriptions demonstrate that K&E was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these chapter 11 cases. A schedule setting forth a description of the Matter Categories utilized in this case, the number of hours expended by K&E partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit H**.

32. In addition, K&E's computerized records of time expended providing professional services to the Debtors and their estates are attached hereto as **Exhibit I**, and K&E's records of expenses incurred during the Fee Period in the rendition of professional services to the Debtors and their estates are attached as **Exhibit J**.

(a) Chapter 11 Filing [Matter No. 2]

Total Fees: \$174,250.00
Total Hours: 177.40

33. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation, (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, affidavits, and notices; and (b) preparing for the "first day" hearing, including drafting hearing notes and related materials and preparing potential witnesses in connection with certain of the first day motions.

34. Specifically, the Debtors filed several motions seeking orders authorizing the Debtors to pay various prepetition claims and continue their cash management system. Entry of these orders eased the strain on the Debtors' relationships with employees, vendors, customers, and taxing authorities as a consequence of the commencement of these chapter 11 cases. Among other things, these orders authorized the Debtors to (a) pay certain prepetition employee wages and benefits; (b) maintain their cash management system; (c) continue to use prepetition bank accounts, checks, and other business forms; (d) make tax payments to federal, local, and state taxing authorities; and (e) establish notification and hearing procedures for certain transfers of and declarations of worthlessness with respect to common and preferred stock.

(b) Adversary Proceedings and Contested Matters [Matter No. 3]

Total Fees: \$1,347,117.00

Total Hours: 1,013.80

35. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to litigation, adversary proceedings, and/or contested matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching, drafting, negotiating, and seeking approval of various bankruptcy pleadings related to contested matters;

- (ii) preparing witnesses to testify in support of contested motions and applications and defending depositions in connection therewith;
- (iii) developing strategies around potential litigation issues and drafting and revising documents in connection with the same; and
- (iv) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(c) **Automatic Stay Matters [Matter No. 4]**

Total Fees: \$31,758.50

Total Hours: 34.90

36. This Matter Category includes time spent by K&E attorneys and paraprofessionals assessing issues related to the imposition of the automatic stay. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing and drafting responses to correspondence received from the Debtors' clients regarding automatic stay considerations; and
- (ii) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(d) **Business Operations [Matter No. 5]**

Total Fees: \$39,891.00

Total Hours: 33.20

37. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the Debtors' business operations. Specifically, K&E attorneys and paraprofessionals spent time developing a strategy with the Debtors to ensure a smooth transition into chapter 11. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) strategizing with management and the Debtors' other advisors regarding the Debtors' operations; and
- (ii) assisting the Debtors in responding to and protecting clients from that certain data breach of Kroll Restructuring Administration, LLC.

(e) **Case Administration [Matter No. 6]**

Total Fees: \$501,088.50

Total Hours: 455.80

38. This Matter Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services relating to the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating, managing, and administering these chapter 11 cases on a daily basis, including monitoring critical dates and maintaining a case calendar, task lists, and work-in-progress reports;
- (ii) establishing procedures for case administration and docket monitoring;
- (iii) facilitating compliance with all applicable requirements of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and orders or procedures issued by the Bankruptcy Court;
- (iv) conducting phone conferences and corresponding to coordinate efforts among K&E specialist groups and co-counsel at Haynes and Boone LLP; and
- (v) coordinating case management tasks among K&E personnel and other retained professionals.

39. Time billed to this Matter Category also includes work and meetings relating to multiple matters such that the time cannot be easily allocated to one of the other Matter Categories.

(f) Cash Management [Matter No. 7]

Total Fees: \$384,843.00
Total Hours: 311.80

40. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the Debtors' cash management system. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) obtaining authority from the Court to allow the Debtors to continue using their prepetition cash management system, bank accounts, and business forms and continue performing intercompany transactions, among other relief pursuant to the *Interim Order (I) Authorizing the Debtors to (A) Continue Use of Existing Business Forms and Records, (B) Maintain Existing Corporate Bank Accounts and Cash Management System, (C) Pay Prepetition Bank Fees Associated with the Cash Management System, and (D) Continue Performance of Intercompany Transactions, (II) Granting Superpriority Administrative Expense Status to Postpetition Intercompany Balances, and (III) Waiving Certain U.S. Trustee Requirements* [Docket

No. 44] and the *Final Order (I) Authorizing the Debtors to (A) Continue Use of Existing Business Forms and Records, (B) Maintain Existing Corporate Bank Accounts and Cash Management System, (C) Pay Prepetition Bank Fees Associated with the Cash Management System, and (D) Continue Performance of Intercompany Transactions, (II) Granting Superpriority Administrative Expense Status to Postpetition Intercompany Balances, and (III) Waiving Certain U.S. Trustee Requirements* [Docket No. 306], and complying with the requirements set forth in the same;

- (ii) reviewing, analyzing, and negotiating with the U.S. Trustee regarding the *Motion of the United States Trustee to Compel the Debtors to Comply with: (I) Section 345(b) of the Bankruptcy Code; and (II) the Final Cash Management Order* [Docket No. 599];
 - (iii) drafting, filing, and advocating in support of the Debtors' *Emergency Motion for Entry of an Order (I) Granting a Limited Waiver of the Deposit Requirements of Section 345(b) of the Bankruptcy Code and (II) Granting Related Relief* [Docket No. 770] and obtaining partial Court approval of same [Docket No. 810];
 - (iv) advising the Debtors with regard to cash management matters in connection with the Silvergate Bank, Silicon Valley Bank, and Signature Bank failures; and
 - (v) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.
- (g) **Customer and Vendor Communications [Matter No. 8]**

Total Fees: \$182,870.00
Total Hours: 162.30

41. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors on creditor communications and vendor issues, including with respect to first day relief and postpetition business activities. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting, reviewing, and revising communications and press materials regarding the Debtors' chapter 11 cases, including communication materials from the Debtors addressed to their clients via email and social media;
- (ii) researching and analyzing inquiries raised by various vendors and creditors and coordinating with the Debtors' other advisors with respect to the same;

- (iii) corresponding with various vendors and clients with respect to their inquiries regarding the chapter 11 cases, bar date, proof of claim filing process, and Wallet Withdrawal Motion; and
- (iv) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(h) Claims Administration and Objections [Matter No. 9]

Total Fees: \$369,799.00
Total Hours: 372.90

42. This Matter Category includes time K&E attorneys and paraprofessionals spent on matters relating to claims administration and claims-related issues. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting and filing the *Debtors' Motion for Entry of an Order (I) Setting Bar Dates for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, (III) Approving Notice Thereof, and (IV) Granting Related Relief* [Docket No. 225] (the "Bar Date Motion");
- (ii) responding to various inquiries about filing claims, the Bar Date Motion and related order, and claims resolution from various parties;
- (iii) coordinating with the Debtors' retained professionals regarding bar date notices and claims resolution process; and
- (iv) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(i) Official Committee Matters and Meetings [Matter No. 10]

Total Fees: \$226,782.50
Total Hours: 157.80

43. This Matter Category includes time spent by K&E attorneys providing services relating to statutory committees. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) communicating with the Committee regarding overall case and sale process updates;
- (ii) responding to the Committee's objections to various filings and negotiating resolutions regarding the same;

- (iii) meeting and corresponding with the Committee's advisors to provide updates as to developments in the cases;
- (iv) coordinating with the Debtors to provide the Committee access to the Debtors' employees for formal and informal interviews;
- (v) producing voluminous documents in response to Committee requests;
- (vi) attending weekly case status conferences with the Committee; and
- (vii) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(j) **Use, Sale, and Disposition of Property [Matter No. 11]**

Total Fees: \$1,466,467.00

Total Hours: 1,349.20

44. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to the Debtors' property interests. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) drafting, revising, filing, and obtaining approval of the Bidding Procedures Motion.
- (ii) reviewing, analyzing, and negotiating with the U.S. Trustee with regard to the United States Trustee's *Objection to the Debtors' Motion Seeking Entry of an Order (I) Approving the Bidding Procedures and Related Dates and Deadlines, (II) Scheduling Hearings and Objection Deadlines with Respect to the Debtors' Sale, Disclosure Statement, and Plan Confirmation, and (III) Granting Related Relief* [Docket No. 406];
- (iii) researching, drafting, and filing the *Debtors' Reply to the United States Trustee's Objection to the Debtors' Bidding Procedures Motion* [Docket No. 428];
- (iv) drafting, revising, filing, and coordinating with Moelis & Company LLC ("Moelis") in connection with the *Declaration of Brian Tichenor in Support of Debtors' Motion Seeking Entry of an Order (I) Approving the Bidding Procedures and Related Dates and Deadlines, (II) Scheduling Hearings and Objection Deadlines with Respect to the Debtors' Sale, Disclosure Statement, and Plan Confirmation, and (III) Granting Related Relief* [Docket No. 429];

- (v) negotiating with the U.S. Trustee and other stakeholders and drafting a revised order and obtaining approval of Bidding Procedures Motion [Docket No. 441];
 - (vi) drafting and revising nondisclosure agreements regarding the Debtors' sale processes;
 - (vii) reviewing and analyzing bid proposals, and communicating with potential bidders regarding same;
 - (viii) responding to diligence requests from potential bidders for certain or all of the Debtors' assets;
 - (ix) scheduling, preparing for, and facilitating the auction for certain self-mining assets;
 - (x) drafting, revising, and negotiating deal documentation associated with the sale of certain self-mining assets;
 - (xi) drafting and revising a motion to obtain Court approval to enter into the asset purchase agreement with the Winning Bidder (as defined in the Bidding Procedures Motion) and obtaining an order authorizing the sale of certain self-mining assets to the Winning Bidder [Docket No. 669];
 - (xii) analyzing strategy and approach with the Debtors and their other advisors regarding the numerous sale processes, including a sale of the Debtors' customer platform; and
 - (xiii) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.
- (k) **Corporate, Governance, and Securities Matters [Matter No. 12]**

Total Fees: \$98,283.00
Total Hours: 81.60

45. This Matter Category includes time spent by K&E attorneys and paraprofessionals advising the Debtors and the Board of Directors (the "Board") regarding corporate matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) preparing for and participating in meetings with the Debtors' Board and management team in connection with case updates and the chapter 11 process;
- (ii) reviewing, analyzing, and advising the Debtors with respect to various financial, corporate governance, securities, and compliance issues; and

- (iii) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(l) Employee Matters [Matter No. 13]

Total Fees: \$776,289.00

Total Hours: 653.50

46. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to employee matters. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) obtaining authority from the Court to allow the Debtors to pay certain prepetition wages and employee benefits pursuant to the *Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Expenses, and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 43] and the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Expenses, and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 305];
- (ii) negotiating, drafting, revising, and filing the *Debtors' Motion for Entry of an Order (I) Approving the Debtors' Retention Programs and (II) Granting Related Relief* [Docket No. 21] (the "Retention Programs Motion");
- (iii) reviewing, analyzing, and engaging with the Committee with respect to their objection to the Retention Programs Motion [Docket No. 280];
- (iv) reviewing, analyzing, and engaging with the United States Trustee with respect to their objection to the Retention Programs Motion [Docket No. 335];
- (v) obtaining authority to administer the retention programs pursuant to the *Order (I) Approving the Debtors' Retention Programs and (II) Granting Related Relief* [Docket No. 423]; and
- (vi) coordinating and communicating with the Debtors and the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(m) Executory Contracts and Unexpired Leases [Matter No. 14]

Total Fees: \$19,133.50

Total Hours: 20.90

47. This Matter Category includes time spent by K&E attorneys examining issues relating to the Debtors' executory contracts and unexpired leases. K&E attorneys spent time addressing various matters with respect to executory contracts and unexpired leases. Specifically, K&E attorneys spent time:

- (i) reviewing and providing comments to co-counsel at Haynes and Boone LLP with respect to the *Debtors' Motion for Entry of an Order (I) Pursuant to Section 365(d)(4) of the Bankruptcy Code Extending Debtors' Time to Assume or Reject Unexpired Leases of Non-Residential Real Property and (II) Granting Related Relief* [Docket No. 572];
- (ii) coordinating with the Debtors and the Debtors' other advisors to identify and analyze contracts and leases for potential assumption or rejection; and
- (iii) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(n) **SOFAs and Schedules [Matter No. 15]**

Total Fees: \$161,921.00

Total Hours: 137.30

48. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to advising the Debtors and other advisors in connection with the preparation, review, revision, and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs and redaction matters in connection therewith (the "Schedules and Statements"). Specifically, K&E attorneys and paraprofessionals spent time:

- (i) coordinating with the Debtors' other advisors with regard to the research, preparation, and filing of the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File a Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4] (the "Consolidation and Redaction Motion");

- (ii) preparing and filing the *Debtors' Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Transaction Parties in Interest Related to the Debtors' Professional Retention Applications* [Docket No. 127];
 - (iii) coordinating with the Debtors' other advisors with regard to the preparation and filing of the *Debtors' Response to U.S. Trustee's Objection to Debtors' Consolidation and Redaction Motion* [Docket No. 275], the *Supplemental Declaration of Mark Renzi in Support of the Debtors' Consolidation and Redaction Motion* [Docket No. 276], and the *Declaration of Brian Tichenor of Moelis & Company, LLC in Support of Debtors' Consolidation and Redaction Motion and Declaration in Support of Debtors' Sealing Motion* [Docket No. 277];
 - (iv) coordinating with the Debtors' other advisors with regard to the preparation and filing of the *Debtors' Amended Response to U.S. Trustee's Objection to Debtors' Consolidation and Redaction Motion* [Docket No. 337];
 - (v) advising the Debtors regarding drafting the Schedules and Statements, attending regular conferences with the Debtors and their advisors regarding the same;
 - (vi) reviewing, revising, and coordinating the filing of the Schedules and Statements; and
 - (vii) conferring and corresponding with the Debtors and the Debtors' other advisors regarding the Schedules and Statements.
- (o) **Hearings [Matter No. 16]**

Total Fees: \$335,443.50

Total Hours: 249.10

49. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services relating to preparing for and attending several hearings during the Fee Period (the "Hearings"), including preparing agendas, orders, and binders related to Hearings, settling orders before and after Hearings, and corresponding with various parties in preparation for and after the Hearings. These services also included conferences to discuss multiple matters scheduled for a specific Hearing and coordinating Hearing logistics. During the Fee Period, K&E attorneys and paraprofessionals spent considerable time preparing for and attending Hearings including:

- (v) the first day hearing on November 29, 2022 addressing the Debtors' first day motions;
- (vi) the January omnibus hearing on January 9, 2023 at which K&E presented a chapter 11 status update;
- (vii) the second day hearing on January 17, 2023 at which K&E sought entry of certain second day orders granting the final relief requested in the first day motions;
- (viii) the hearing on January 27, 2023 regarding the Retention Programs Motion;
- (ix) the hearing on January 30, 2023 regarding the Bidding Procedures Motion and Bar Date Motion;
- (x) the hearing on February 21, 2023 at which K&E presented a status update with regard to the Wallet Withdrawal Motion;
- (xi) the March omnibus hearing on March 13, 2023 during which K&E presented a status update with regard to, among other things, the Debtors' cash management system and the Wallet Withdrawal Motion; and
- (xii) the hearing on March 23, 2023 regarding the Sale Motion and during which K&E presented a status update with regard to the Debtors' cash management system.
- (xiii) the hearing on April 19, 2023 regarding the *Debtors' Motion for Entry of an Order (I) Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof Pursuant to Section 1121 of the Bankruptcy Code and (II) Granting Related Relief* [Docket No. 659];
- (xiv) the hearing on April 27, 2023 regarding the *Debtors' Emergency Motion for Entry of an Order (I) Granting a Limited Waiver of the Deposit Requirements of Section 345(b) of the Bankruptcy Code and (II) Granting Related Relief* [Docket No. 770];
- (xv) the hearing on May 8, 2023 regarding the Wallet Withdrawal Motion;
- (xvi) the hearing on July 17, 2023 regarding the Second Exclusivity Motion;
- (xvii) the hearing on August 1, 2023 conditionally approving the Disclosure Statement;
- (xviii) the hearing on September 20, 2023 approving the retained professionals' first interim fee applications and an extension of the Debtors' exclusive period to file and solicit and chapter 11 plan;

- (xix) the hearing on September 21, 2023 regarding the lift of the automatic stay for certain director and officers insurance policies; and
- (xx) the hearing on September 26, 2023 approving the Disclosure Statement on a final basis and confirming the Plan.

(p) **Insurance and Surety Matters [Matter No. 17]**

Total Fees: \$66,087.50

Total Hours: 44.80

50. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring that the Debtors' insurance policies continue to be maintained during these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) ensuring the Debtors maintained sufficient insurance coverage as required by the chapter 11 operating guidelines; and
- (ii) coordinating and communicating with the Debtors, the Debtors' other advisors, insurance brokers, and relevant stakeholders regarding the foregoing activities.

(q) **Disclosure Statement, Plan, Confirmation [Matter No. 18]**

Total Fees: \$3,730,363.00

Total Hours: 3,114.10

51. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to developing a chapter 11 plan and disclosure statement in connection with these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and conducting diligence regarding legal and factual issues relevant to the Disclosure Statement and Plan, and advising the Debtors on all aspects of their chapter 11 strategy;
- (ii) drafting, revising and analyzing issues related to the Plan, Disclosure Statement, Disclosure Statement Motion, and Supplemental Disclosure Statement Motion and related exhibits;
- (iii) filed three exclusivity extension motions [Docket Nos. 659, 886, and 1392] and numerous bridge orders extending the Debtors' exclusive period [Docket Nos. 889, 1052, 1086, 1194, and 1237];

- (iv) researching, reviewing, and evaluating precedent and case law regarding potential chapter 11 plan terms;
 - (v) drafting, revising, and filing the *Debtors' Motion for Entry of an Order (I) Authorizing and Approving the Settlement and Release of Claims and Causes of Action by and Among the Debtors and Certain of the Debtors' Insiders, and (II) Granting Related Relief* [Docket No. 1173];
 - (vi) corresponding with parties in interest regarding potential Plan terms;
 - (vii) drafting and filing multiple iterations of the Plan and Disclosure Statement;
 - (viii) participating in various mediation sessions with the Committee;
 - (ix) negotiating a settlement with the Committee regarding various issues with the Plan;
 - (x) obtaining conditional approval of the Disclosure Statement and launching solicitation on the Debtors' third amended Plan;
 - (xi) drafting and filing the Confirmation Order, the brief in support of confirmation, and four declarations in support of confirmation;
 - (xii) negotiating with various parties in interest on language to include in the Confirmation Order and to resolve numerous objections to the Plan; and
 - (xiii) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities
- (r) **International Issues [Matter No. 19]**

Total Fees: \$70,657.00

Total Hours: 55.40

52. This Matter Category includes time spent by K&E attorneys and paraprofessionals on a variety of tasks that were necessary to ensure compliance with non-U.S. law. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) researching and corresponding with foreign counsel regarding chapter 11 issues, including analyzing, discussing, and addressing effects of this Court's orders on the Debtors' international client base;
- (ii) coordinating with foreign counsel regarding the chapter 11 case and wind-up petition of BlockFi International Ltd. pending in the Supreme Court of Bermuda; and

- (iii) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

(s) **K&E Retention and Fee Matters [Matter No. 20]**

Total Fees: \$984,179.50

Total Hours: 1,130.90

53. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) implementing internally established procedures which require the continuous analysis of potential new conflicts;
- (ii) preparing updated professional disclosures for filing with the Court;
- (iii) preparing and distributing K&E's monthly fee statements in accordance with the Administrative Fee Order;
- (iv) participating in telephone conferences and corresponding with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same; and
- (v) reviewing all time entries to ensure compliance with the Administrative Fee Order, applicable provisions of the Bankruptcy Code, and the Guidelines, and to make necessary redactions to preserve the confidentiality of the work performed for the Debtors.

(t) **Non-K&E Retention and Fee Matters [Matter No. 21]**

Total Fees: \$481,035.50

Total Hours: 462.30

54. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, K&E attorneys and paraprofessionals spent time:

- (i) reviewing, drafting, and revising retention applications and coordinating and analyzing related issues, and communicating with the U.S. Trustee and relevant professionals with respect to the Debtors' other retained professionals, including:

- a. BRG, as financial advisor and restructuring advisor to the Debtors from the Petition Date through December 27, 2022, and Mark Renzi as Chief Restructuring Officer to the Debtors as of December 27, 2022;
 - b. Moelis & Company LLC, as investment banker and financial advisor to the Debtors; and
 - c. Deloitte Tax LLP as tax services provider to the Debtors.
- (ii) reviewing and commenting on other advisors' supplemental declarations;
 - (iii) assisting the Debtors' other advisors regarding their respective fee statements; and
 - (iv) coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.
- (u) **Tax Matters [Matter No. 22]**
- Total Fees: \$107,172.50
Total Hours: 85.70

55. This Matter Category includes time spent by K&E attorneys and paraprofessionals conducting legal research, preparing correspondence and pleadings, and generally advising the Debtors on tax issues relating to or arising during the chapter 11 cases. During the Fee Period, K&E attorneys spent time drafting and assisting co-counsel in securing approval of interim and final orders authorizing payment of prepetition tax claims, and researching and analyzing certain tax issues arising in connection with the Debtors' business operations and the Debtors' business structure, and coordinating and communicating with the Debtors, the Debtors' other advisors, and relevant stakeholders regarding the foregoing activities.

- (v) **Non-Working Travel [Matter No. 23]**
- Total Fees: \$202,124.00
Total Hours: 138.00

56. This Matter Category includes time spent by K&E attorneys and paraprofessionals traveling in connection with their representation of the Debtors. The amounts presented for review

and the request for payment in the Fee Application reflect a reduction of one half the charges for travel time.

(w) U.S. Trustee Communications and Reporting [Matter No. 24]

Total Fees: \$154,994.00
Total Hours: 130.10

57. This Matter Category includes time spent by K&E attorneys and paraprofessionals preparing for and attending initial debtor interviews, 341 meeting, and corresponding with the U.S. Trustee with respect to the following issues:

- (i) responding to questions and comments regarding relief requested in the Debtors' first and second day motions;
- (ii) engaging in discussions, phone calls and correspondence with the U.S. Trustee regarding K&E's retention and responding to questions and comments regarding the same;
- (iii) coordinating efforts among the Debtors and their other professionals to address various concerns and issues raised by the U.S. Trustee; and
- (iv) preparing reports in compliance with the U.S. Trustee's chapter 11 operating guidelines.

(x) Regulatory [Matter No. 25]

Total Fees: \$1,472,176.00
Total Hours: 1,413.10

58. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to compliance with state and federal regulations. Specifically, this Matter Category includes time spent by K&E attorneys and paraprofessionals:

- (i) analyzing regulatory compliance regarding applicable regulatory bodies and laws, including antitrust law, CFIUS, the FDIC, MTRA, the SEC, and other state and federal agencies and regulations;
- (ii) drafting and revising pleadings and other case documents to ensure regulatory compliance; and
- (iii) corresponding with the Debtors and the Debtors' other advisors regarding the foregoing activities.

(y) Investigation Matters [Matter No. 26]

Total Fees: \$1,363,026.00

Total Hours: 955.00

59. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the Committee's ongoing investigation and the investigation being carried out by the Special Committee of the Debtors' Board of Directors. Specifically, this Matter Category includes time spent by K&E attorneys and paraprofessionals:

- (i) identifying, reviewing, and producing voluminous documents in response to requests for production from the Committee and other stakeholders;
- (ii) preparing and updating privilege logs with regard to document review and production;
- (iii) preparing witnesses for and defending against multiple depositions;
- (iv) drafting a report based on the findings of the investigation conducted by the Special Committee of the Debtors' Board of Directors;
- (v) researching and evaluating potential terms of retention of potential discovery-related professionals; and
- (vi) conferencing with K&E attorneys and paraprofessionals and the Debtors' other advisors with regard to the foregoing activities.

(z) Pro Se Party Communication [Matter No. 28]

Total Fees: \$89,110.00

Total Hours: 96.00

60. This Matter Category includes time spent by K&E attorneys responding to correspondence and telephone calls received from pro se parties, including customers, regarding various inquiries related to these chapter 11 cases, the claims bar date, the proof of claim process, and the Wallet Withdrawal Motion.

(aa) Wallet Withdrawal Relief [Matter No. 29]

Total Fees: \$1,473,735.50

Total Hours: 1,343.00

61. This Matter Category includes time spent by K&E attorneys and paraprofessionals providing services related to the Wallet Withdrawal Motion and related matters. Specifically, this Matter Category includes time spent by K&E attorneys and paraprofessionals:

- (i) responding to over 100 diligence requests from the ad hoc committee of Wallet account holders (the “Troutman Ad Hoc Committee”) and the Committee and reviewing and analyzing data and drafting narrative responses in connection therewith;
- (ii) corresponding with the Debtors and their advisors regarding voluminous diligence requests by the Troutman Ad Hoc Committee and the Committee;
- (iii) communicating with the Troutman Ad Hoc Committee and the Committee with regards to diligence requests and discovery and briefing schedules;
- (iv) drafting, reviewing, and filing the *Debtors’ Statement with Respect to the Wallet Withdrawal Motion* [Docket No. 339] and reviewing and analyzing filed responses from the Troutman Ad Hoc Committee and the Committee in connection therewith;
- (v) drafting, reviewing, and revising a response letter to the Troutman Ad Hoc Committee’s letter to the U.S. Trustee with respect to Wallet Withdrawal Motion matters;
- (vi) reviewing and analyzing approximately fifty objections to the Wallet Withdrawal Motion, including the objection of the Troutman Ad Hoc Committee;
- (vii) drafting, reviewing, and revising an omnibus reply and related documents to the Troutman Ad Hoc Committee and other objecting parties;
- (viii) drafting a joint letter by and among the Debtors, the Committee, and the Troutman Ad Hoc Committee as a status update on the Wallet Withdrawal Motion [Docket No. 592];
- (ix) drafting, reviewing, and revising the Wallet Reply in response to objections to the Wallet Withdrawal Motion and obtaining Court approval of the Wallet Withdrawal Motion;
- (x) filing the Wallet Application to facilitate wallet withdrawals pursuant to the Wallet Withdrawal Motion and coordinate with the Debtors and their other professionals regarding the same;
- (xi) preparing for status conferences and hearings regarding the Wallet Withdrawal Motion, including the hearing granting entry of an order in connection therewith; and

- (xii) corresponding with the Debtors and the Debtors' other advisors regarding the foregoing activities.

Actual and Necessary Expenses Incurred by K&E

62. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit G** attached hereto, K&E has incurred a total of \$1,351,118.64 in expenses on behalf of the Debtors during the Third Interim Fee Period. These charges are intended to reimburse K&E's direct operating costs, which are not incorporated into the K&E hourly billing rates. K&E charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

Reasonable and Necessary Services Provided by K&E

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors.

63. The foregoing professional services provided by K&E on behalf of the Debtors during the Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

64. Many of the services performed by partners and associates of K&E were provided by K&E's Restructuring Group. K&E has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with over 175 attorneys focusing on this area of the law. The attorneys at K&E have represented either the debtor or the creditors' committee or have acted as special counsel in many large chapter 11 cases.

65. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from K&E's litigation, corporate, and tax groups were heavily involved with K&E's representation

of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, K&E brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtors.

66. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, and satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, and as further disclosed in the Retention Application, K&E attorneys and other K&E employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of legal services.

67. In addition, due to the location of the Debtors' businesses, co-counsel, creditors, and other parties in interest in relation to K&E's offices, frequent multi-party telephone conferences involving numerous parties were required. On many occasions, the exigencies and circumstances of these chapter 11 cases required overnight delivery of documents and other materials. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

68. Among other things, K&E makes sure that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, K&E regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, K&E will waive certain fees and reduce its expenses if necessary. In the Third Interim Fee Period, K&E voluntarily reduced its fees by \$\$423,539.50 and expenses by \$\$9,210.48. Consequently, K&E does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

K&E's Requested Compensation and Reimbursement Should be Allowed

69. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

70. In determining the reasonableness of fees, courts routinely “employ the twelve factors set forth in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974).” *Staiano v. Cain (In re Lan Assocs. XI, L.P.)*, 192 F.3d 109, 123 (3d Cir. 1999); see *In re Redington*, No. 16-18407, 2018 WL 6444387, at *8 (Bankr. D.N.J. Dec. 6, 2018) (applying the *Johnson* factors). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Lan Assocs.*, 192 F.3d at 123 n.8.

71. In addition, Section 331 of the Bankruptcy Code provides that a debtor’s attorney employed under section 327 of the Bankruptcy Code may apply to the Court for interim compensation not more than once every 120 days after an order for relief in a case under chapter 11. See 11 U.S.C. § 331.

72. In the instant case, K&E devoted a substantial amount of time and effort to addressing the numerous issues involved in these chapter 11 cases. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered,

believed to be necessary to effectively represent the Debtors, and were performed economically, effectively, and efficiently. Because K&E's services benefitted the Debtors' estates, K&E respectfully submits that it performed "actual and necessary" services compensable under Section 330 of the Bankruptcy Code.

73. Further, K&E submits that consideration of the relevant factors enumerated in *Lan Assocs.*, 192 F.3d at 123 n.8, establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Debtor:

- a. *The Time and Labor Required.* The professional services rendered by K&E on behalf of the Debtors have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to address the many complex issues encountered by the Debtors in these cases with skill and dispatch. K&E respectfully represents that the services rendered by it were performed efficiently, effectively and economically.
- b. *The Novelty and Difficulty of Questions.* These cases have presented numerous novel questions of law arising from novel factual circumstances, both generally and compared to other cryptocurrency bankruptcy cases.
- c. *The Skill Required to Perform the Legal Services Properly.* K&E believes that its recognized expertise in the area of insolvency proceedings and reorganization, particularly in the cryptocurrency industry, contributes to the efficient and effective representation of the Debtors in these chapter 11 cases.
- d. *The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.* K&E's representation of the Debtors did not preclude its acceptance of new clients. However, the complex issues that arose in these cases required attention on a continuing basis, requiring K&E's professionals to commit significant portions of their time to these chapter 11 cases.
- e. *The Customary Fee.* The fee sought herein is based on K&E's normal hourly rates for services of this kind. K&E respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Debtors. K&E's hourly rates and the fees requested herein are commensurate with fees K&E has been awarded in other chapter 11 cases, as well as with fees charged by other attorneys of comparable experience.

- f. Whether the Fee is Fixed or Contingent. Not applicable.
- g. Time Limitations Imposed by Client or other Circumstances. Not applicable.
- h. The Amount Involved and Results Obtained. K&E respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous, complex issues that had to be addressed during the Fee Period.
- i. The Experience, Reputation and Ability of the Attorneys. K&E is a professional association that practices extensively in the fields of, among many others, bankruptcy and corporate restructuring, litigation, real estate, tax, corporate, finance, and employment. K&E has represented debtors, creditors, fiduciaries, and numerous other parties in hundreds of cases in various Bankruptcy Courts throughout the country.
- j. The Undesirability of the Case. Not applicable.
- k. The Nature and Length of Professional Relationship. Not applicable.
- l. Awards in Similar Cases. As previously indicated, the fees sought herein are commensurate with fees K&E has been awarded in other chapter 11 cases.

74. K&E respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. K&E further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. K&E further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

75. During the Fee Period, K&E's hourly billing rates for attorneys ranged from \$650.00 to \$2,245.00. The hourly rates and corresponding rate structure utilized by K&E in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex

corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. K&E strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

76. Moreover, K&E's hourly rates are set at a level designed to compensate K&E fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

77. In sum, K&E respectfully submits that the professional services provided by K&E on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by K&E, the nature and extent of K&E's services provided, the value of K&E's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, K&E respectfully submits that approval of the compensation sought herein is warranted and should be approved.

78. No previous application for the relief sought herein has been made to this or any other Court.

Reservation of Rights and Notice

79. It is possible that some professional time expended, or expenses incurred, during the Fee Period are not reflected in the Fee Application. K&E reserves the right to include such amounts in future fee applications. In addition, the Wind-Down Debtors have provided notice of this Fee Application to: (a) the U.S. Trustee; (b) the Committee; (c) the United States Attorney's

Office for the District of New Jersey; (d) the Internal Revenue Service; (e) the U.S. Securities and Exchange Commission; (f) the attorneys general in the states where the Debtors conduct their business operations; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”).

No Prior Request

80. No prior application for the relief requested herein has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, K&E respectfully requests that the Court enter an order (a) awarding K&E interim compensation for professional and paraprofessional services provided during (i) the Third Interim Fee Period in the amount of \$1,702,441.50, and reimbursement of actual, reasonable and necessary expenses incurred in the Third Interim Fee Period in the amount of \$286,087.24, and (ii) during the Fee Period in the amount of \$16,310,597.00, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$1,632,145.55; (b) authorizing and directing the Debtors to remit payment to K&E for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: November 20, 2023

/s/ Joshua A. Sussberg

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)

Christine A. Okike, P.C. (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

(212) 446-4800

jsussberg@kirkland.com

christine.okike@kirkland.com

Attorneys for Wind-Down Debtors

Exhibit A

Sussberg Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Wind-Down Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**DECLARATION OF JOSHUA A. SUSSBERG
IN SUPPORT OF THE THIRD INTERIM AND
FINAL FEE APPLICATION OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP, ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE
(I) INTERIM FEE PERIOD FROM AUGUST 1, 2023, THROUGH AND
INCLUDING OCTOBER 3, 2023, AND THE (II) FINAL FEE PERIOD
FROM NOVEMBER 28, 2022, THROUGH AND INCLUDING OCTOBER 3, 2023**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Ave., New York, New York, 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, “K&E”).² I am one of the lead attorneys from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Court of Appeals for the Second and Fifth Circuits and the United States District

¹ The Wind-Down in these Chapter 11 Cases, along with the last four digits of each Wind-Down Debtor’s federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965); and BlockFi Lending II LLC (0154). The location of the Wind-Down Debtors’ service address is 100 Horizon Center Blvd., 1st and 2nd Floors, Hamilton, NJ 08691.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

Courts for the Northern District of Illinois and the Southern District of New York. There are no disciplinary proceedings pending against me.

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the "Fee Application"). To the best of my knowledge, information and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Rules 2016-1 and 2016-3.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
- c) K&E is seeking compensation with respect to (i) the approximately 390.60 hours and \$381,365.00 in fees spent reviewing or revising time records and preparing, reviewing, and revising invoices;³ and (ii) the approximately 411.20 hours and \$399,673.50 in fees spent reviewing time records to redact privileged or confidential information;
- d) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
- e) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Rules; and
- f) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

³ This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 20, 2023

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



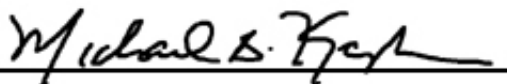
Order Filed on February 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

(Page | 3)

Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the "Application"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for the entry of an order (this "Order") authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, "Kirkland") as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the "Bankruptcy Code"), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the "Local Rules"); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the "Sussberg Declaration"), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the "Prince Declaration"); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

(Page | 4)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

(Page | 5)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
 - g. advising the Debtors in connection with any potential sale of assets;
 - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
 - i. advising the Debtors regarding tax matters;
 - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
 - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

(Page | 6)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit C

Engagement Letter

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

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Mr. Mayers
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secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

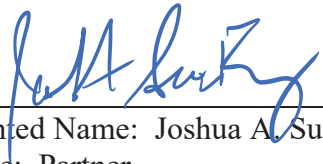
Very truly yours,

KIRKLAND & ELLIS LLP

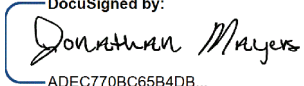
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By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:
By: 
Name: Jonathan Mayers
Title: General Counsel

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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2022

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit D

Budget and Staffing Plan

Budget and Staffing Plan

**(For Matter Categories for the Period Beginning on November 28, 2022,
and Ending on October 3, 2023)**

Budget

Matter Number	Matter Category Description	Hours Budgeted	Total Compensation Budgeted
2	Chapter 11 Filing	303 - 348	\$333,000 - \$383,000
3	Adversary Proceeding & Contested Matters	1,406 - 1,617	\$1,665,000 - \$1,915,000
4	Automatic Stay Matters	36 - 41	\$37,000 - \$43,000
5	Business Operations	38 - 44	\$46,000 - \$53,000
6	Case Administration	451 - 519	\$503,000 - \$578,000
7	Cash Management	273 - 314	\$389,000 - \$447,000
8	Customer and Vendor Communications	127 - 146	\$187,000 - \$215,000
9	Claims Administration and Objections	238 - 274	\$370,000 - \$426,000
10	Official Committee Matters and Meetings	147 - 169	\$231,000 - \$266,000
11	Use, Sale, and Disposition of Property	1,498 - 1,723	\$1,850,000 - \$2,128,000
12	Corp., Governance, & Securities Matters	106 - 122	\$130,000 - \$150,000
13	Employee Matters	741 - 852	\$777,000 - \$894,000
14	Executory Contracts and Unexpired Leases	22 - 25	\$37,000 - \$43,000
15	SOFAs and Schedules	152 - 175	\$167,000 - \$192,000
16	Hearings	278 - 320	\$337,000 - \$388,000
17	Insurance and Surety Matters	51 - 59	\$74,000 - \$85,000
18	Disclosure Statement, Plan, Confirmation	3,408 - 3,919	\$3,967,000 - \$4,562,000
19	International Issues	93 - 107	\$93,000 - \$107,000
20	K&E Retention and Fee Matters	1,204 - 1,385	\$999,000 - \$1,149,000
21	Non-K&E Retention and Fee Matters	444 - 511	\$490,000 - \$564,000
22	Tax Matters	142 - 163	\$165,000 - \$190,000
23	Non-Working Travel	506 - 582	\$278,000 - \$320,000
24	U.S. Trustee Communications & Reporting	151 - 174	\$167,000 - \$192,000
25	Regulatory	1,403 - 1,613	\$1,480,000 - \$1,702,000
26	Investigation Matters	1,108 - 1,274	\$1,499,000 - \$1,724,000
27	Expenses	-	-
28	Pro Se Party Communication	107 - 123	\$173,000 - \$199,000
29	Wallet Withdrawal Relief	1,818 - 2,091	\$1,850,000 - \$2,128,000

Staffing Plan

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter Categories During the Budget Period	Average Hourly Rate¹
Partner	14	\$1,486.00
Associate	15	\$895.00
Paralegal	3	\$347.00
Total	32	\$935.00

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the chapter 11 cases.

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period beginning on October 1, 2022 and ending on September 30, 2023 (the “Comparable Period”) was, in the aggregate, approximately **\$1,119.13** per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately **\$1,150.26** per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partners	\$1,667.04	\$1,494.12
Of Counsel	\$1,245.00	\$1,197.42
Associates	\$1,005.03	\$962.44
Visiting Attorney	-	\$679.98
Law Clerk	\$465.00	\$440.96
Paralegals	\$457.86	\$444.70
Junior Paralegals	\$303.75	\$284.04
Support Staff	\$481.37	\$469.44
Attorneys & Paraprofessionals	\$1,150.26	\$1,119.13

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Bob Allen, P.C.	Partner	Litigation - General	2012	\$28,215.00	19.80	1	\$1,425.00	\$1,425.00	\$28,215.00
				\$332,556.00	207.20		\$1,605.00	\$1,425.00	\$295,260.00
Bill Arnault, P.C.	Partner	Litigation - General	2009	\$43,065.00	27.00	N/A	\$1,595.00	\$1,595.00	\$43,065.00
Emma L. Flett	Partner	Technology & IP Transactions	2009 (UK)	\$17,770.50	9.90	N/A	\$1,795.00	\$1,795.00	\$17,770.50
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	\$103,320.00	72.00	1	\$1,435.00	\$1,435.00	\$103,320.00
				\$456,840.00	282.00		\$1,620.00	\$1,435.00	\$404,670.00
Matthew Lovell, P.C.	Partner	Technology & IP Transactions	2002	\$9,664.50	5.10	N/A	\$1,895.00	\$1,895.00	\$9,664.50
Christine A. Okike, P.C.	Partner	Restructuring	2009	\$188,436.00	114.90	1	\$1,640.00	\$1,640.00	\$188,436.00
				\$1,566,950.00	847.00		\$1,850.00	\$1,640.00	\$1,389,080.00
Matt Pacey, P.C.	Partner	Corporate - Capital Markets	2002	\$7,157.50	3.50	N/A	\$2,045.00	\$2,045.00	\$7,157.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	\$4,470.00	3.00	1	\$1,490.00	\$1,490.00	\$4,470.00
				\$31,416.00	18.70		\$1,680.00	\$1,490.00	\$27,863.00
Michael B. Slade	Partner	Litigation - General	1999	\$83,401.50	50.70	1	\$1,645.00	\$1,645.00	\$83,401.50
				\$1,291,080.00	696.00		\$1,855.00	\$1,645.00	\$1,144,920.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$59,040.00	32.00	1	\$1,845.00	\$1,845.00	\$59,040.00
				\$371,576.50	181.70		\$2,045.00	\$1,845.00	\$335,236.50
Kate Vera, P.C.	Partner	ECEB - Executive Compensation	2016	\$7,410.00	5.20	1	\$1,425.00	\$1,425.00	\$7,410.00
				\$6,741.00	4.20		\$1,605.00	\$1,425.00	\$5,985.00
Kelsey Bleiweiss	Partner	Litigation - General	2016	\$71,089.50	57.10	N/A	\$1,245.00	\$1,245.00	\$71,089.50
Steven M. Cantor	Partner	Taxation	2017	\$2,871.00	2.20	1	\$1,305.00	\$1,305.00	\$2,871.00
				\$31,282.50	21.50		\$1,455.00	\$1,305.00	\$28,057.50
Zac Ciullo	Partner	Litigation - General	2014	\$10,349.00	7.90	N/A	\$1,310.00	\$1,310.00	\$10,349.00
Christopher Costello	Partner	Litigation - General	2005	\$12,786.50	10.70	N/A	\$1,195.00	\$1,195.00	\$12,786.50
Susan D. Golden	Partner	Restructuring	1988	\$6,706.50	5.10	1	\$1,315.00	\$1,315.00	\$6,706.50
				\$103,840.00	70.40		\$1,475.00	\$1,315.00	\$92,576.00
Shayne Henry	Partner	Litigation - General	2014	\$16,401.00	14.20	1	\$1,155.00	\$1,155.00	\$16,401.00
				\$102,966.00	78.60		\$1,310.00	\$1,155.00	\$90,783.00
R.D. Kohut	Partner	ECEB - Labor/Employment	2004	\$897.50	0.50	N/A	\$1,795.00	\$1,795.00	\$897.50
Casey McGushin	Partner	Litigation - General	2014	\$48,517.00	40.60	1	\$1,195.00	\$1,195.00	\$48,517.00
				\$502,466.50	355.10		\$1,415.00	\$1,195.00	\$424,344.50
Allison F. Murphy	Partner	Litigation - General	2007	\$8,777.00	6.70	N/A	\$1,310.00	\$1,310.00	\$8,777.00
Anne G. Peetz	Partner	Corporate - Capital Markets	2014	\$16,387.50	11.50	N/A	\$1,425.00	\$1,425.00	\$16,387.50
Francis Petrie	Partner	Restructuring	2017	\$7,562.50	5.50	N/A	\$1,375.00	\$1,170.00	\$6,435.00

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	\$5,928.00	4.80	1	\$1,235.00	\$1,235.00	\$5,928.00
				\$3,372.00	2.40		\$1,405.00	\$1,235.00	\$2,964.00
William T. Pruitt	Partner	Litigation - General	2004	\$5,775.00	4.20	1	\$1,375.00	\$1,375.00	\$5,775.00
				\$42,005.00	27.10		\$1,550.00	\$1,375.00	\$37,262.50
Laura K. Riff	Partner	Litigation - General	2011	\$468,005.50	333.10	N/A	\$1,405.00	\$1,245.00	\$414,709.50
Michelle Six	Partner	Litigation - General	2005	\$10,087.50	7.50	N/A	\$1,345.00	\$1,345.00	\$10,087.50
Mari Stonebraker	Partner	ECEB - Labor/Employment	2014	\$7,552.50	5.30	N/A	\$1,425.00	\$1,425.00	\$7,552.50
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$4,004.00	2.80	1	\$1,430.00	\$1,430.00	\$4,004.00
				\$179,103.50	110.90		\$1,615.00	\$1,430.00	\$158,587.00
Jenny Wilson	Partner	Technology & IP Transactions	2012 (UK)	\$9,889.00	6.20	N/A	\$1,595.00	\$1,595.00	\$9,889.00
Laura K. Riff	Of Counsel	Litigation - General	2011	\$173,926.50	139.70	N/A	\$1,245.00	\$1,245.00	\$173,926.50
Joey Daniel Baruh	Associate	Litigation - General	2021	\$9,653.00	9.80	N/A	\$985.00	\$985.00	\$9,653.00
Ziv Ben-Shahar	Associate	Restructuring	2022	\$38,082.00	57.70	2	\$660.00	\$660.00	\$38,082.00
				\$119,584.50	162.70		\$735.00	\$660.00	\$107,382.00
				\$3,363.00	3.80		\$885.00	\$660.00	\$2,508.00
Erin Bishop	Associate	Litigation - General	2017	\$33,327.00	32.20	1	\$1,035.00	\$1,035.00	\$33,327.00
				\$10,782.50	9.50		\$1,135.00	\$1,035.00	\$9,832.50
Cade C. Boland	Associate	Litigation - General	2021	\$40,050.00	44.50	2	\$900.00	\$900.00	\$40,050.00
				\$75,746.50	76.90		\$985.00	\$900.00	\$69,210.00
				\$17,280.00	16.00		\$1,080.00	\$900.00	\$14,400.00
Karsten Busby	Associate	ECEB - Executive Compensation	2016	\$3,496.50	2.70	N/A	\$1,295.00	\$1,295.00	\$3,496.50
Joe Caputo	Associate	Corporate - General	2021	\$4,779.00	5.40	N/A	\$885.00	\$885.00	\$4,779.00
Stephen Coudounaris	Associate	Technology & IP Transactions	2015 (Australia)	\$24,486.00	21.20	N/A	\$1,155.00	\$1,155.00	\$24,486.00
Trevor Eck	Associate	Restructuring	2023	\$126,126.00	191.10	2	\$660.00	\$660.00	\$126,126.00
				\$343,465.50	467.30		\$735.00	\$660.00	\$308,418.00
				\$227,976.00	257.60		\$885.00	\$660.00	\$170,016.00
Will Guthrie	Associate	Corporate - M&A/Private Equity	2008	\$11,819.00	10.60	1	\$1,115.00	\$1,115.00	\$11,819.00
				\$162,597.00	130.60		\$1,245.00	\$1,115.00	\$145,619.00
David Hackel	Associate	Restructuring	2023	\$77,616.00	117.60	2	\$660.00	\$660.00	\$77,616.00
				\$141,708.00	192.80		\$735.00	\$660.00	\$127,248.00
				\$4,159.50	4.70		\$885.00	\$660.00	\$3,102.00
Aleschia D. Hyde	Associate	Litigation - General	2021	\$13,410.00	14.90	1	\$900.00	\$900.00	\$13,410.00
				\$20,192.50	20.50		\$985.00	\$900.00	\$18,450.00
Rob Jacobson	Associate	Restructuring	2019	\$226,975.50	219.30	2	\$1,035.00	\$1,035.00	\$226,975.50
				\$953,221.50	825.30		\$1,155.00	\$1,035.00	\$854,185.50
				\$212,521.50	170.70		\$1,245.00	\$1,035.00	\$176,674.50
Elizabeth Helen Jones	Associate	Restructuring	2018	\$621.00	0.60	N/A	\$1,035.00	\$1,035.00	\$621.00

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Meena Kandallu	Associate	Taxation	2022	\$1,309.00	1.40	N/A	\$935.00	\$935.00	\$1,309.00
Katherine Karnosh	Associate	Taxation	2021	\$1,344.00	1.60	2	\$840.00	\$840.00	\$1,344.00
				\$27,769.50	29.70		\$935.00	\$840.00	\$24,948.00
				\$14,190.00	13.20		\$1,075.00	\$840.00	\$11,088.00
Mike James Koch	Associate	Restructuring	2020	\$54,648.00	82.80	2	\$660.00	\$660.00	\$54,648.00
				\$297,528.00	404.80		\$735.00	\$660.00	\$267,168.00
				\$107,970.00	122.00		\$885.00	\$660.00	\$80,520.00
Tom Kotlowski	Associate	ECEB - Executive Compensation	2020	\$455.00	0.50	N/A	\$910.00	\$910.00	\$455.00
Drew Maliniak	Associate	Corporate - Capital Markets	2019	\$3,861.00	3.30	N/A	\$1,170.00	\$1,170.00	\$3,861.00
Jennifer Mancini	Associate	Litigation - General	2022	\$9,724.00	13.60	N/A	\$715.00	\$715.00	\$9,724.00
Sarah R. Margolis	Associate	Restructuring	2021	\$88,907.00	97.70	2	\$910.00	\$910.00	\$88,907.00
				\$376,607.50	378.50		\$995.00	\$910.00	\$344,435.00
				\$154,077.00	133.40		\$1,155.00	\$910.00	\$121,394.00
Alex McCammon	Associate	Restructuring	2018	\$51,363.00	43.90	N/A	\$1,170.00	\$1,170.00	\$51,363.00
Angelina Moore	Associate	Litigation - General	2019	\$8,100.00	7.50	N/A	\$1,080.00	\$1,080.00	\$8,100.00
Brian Nakhaimousa	Associate	Restructuring	2021	\$157,248.00	172.80	2	\$910.00	\$910.00	\$157,248.00
				\$499,291.00	501.80		\$995.00	\$910.00	\$456,638.00
				\$9,702.00	8.40		\$1,155.00	\$910.00	\$7,644.00
Nick Nielson	Associate	Litigation - General	2020	\$5,122.00	5.20	N/A	\$985.00	\$985.00	\$5,122.00
				\$6,264.00	5.80	N/A	\$1,080.00	\$985.00	\$5,713.00
Connor O'Flaherty	Associate	Corporate - M&A/Private Equity	2019	\$2,686.50	2.70	N/A	\$995.00	\$995.00	\$2,686.50
Alex D. Pappas	Associate	Litigation - General	2021	\$72,200.50	73.30	N/A	\$985.00	\$985.00	\$72,200.50
Isabella J. Paretti	Associate	Restructuring	Pending	\$125,334.00	189.90	2	\$660.00	\$660.00	\$125,334.00
				\$367,794.00	500.40		\$735.00	\$660.00	\$330,264.00
				\$73,809.00	83.40		\$885.00	\$660.00	\$55,044.00
Reena Patel	Associate	Litigation - General	2022	\$4,147.00	5.80	N/A	\$715.00	\$715.00	\$4,147.00
Francis Petrie	Associate	Restructuring	2017	\$206,154.00	176.20	2	\$1,170.00	\$1,170.00	\$206,154.00
				\$1,293,057.50	998.50		\$1,295.00	\$1,170.00	\$1,168,245.00
				\$671,687.50	488.50		\$1,375.00	\$1,170.00	\$571,545.00
William Phalen	Associate	International Trade	2018	\$2,988.00	2.40	N/A	\$1,245.00	\$1,245.00	\$2,988.00
Alexandria Ray	Associate	Litigation - General	2022	\$5,505.50	7.70	N/A	\$715.00	\$715.00	\$5,505.50
Margaret Reiney	Associate	Restructuring	2018	\$30,429.00	29.40	2	\$1,035.00	\$1,035.00	\$30,429.00
				\$633,864.00	548.80		\$1,155.00	\$1,035.00	\$568,008.00
				\$152,886.00	122.80		\$1,245.00	\$1,035.00	\$127,098.00
Chloe Reum	Associate	Litigation - General	2023	\$20,949.50	29.30	1	\$715.00	\$715.00	\$20,949.50
				\$7,225.00	8.50		\$850.00	\$715.00	\$6,077.50
Bryant Roby Jr.	Associate	Litigation - General	2021	\$13,494.50	13.70	N/A	\$985.00	\$985.00	\$13,494.50

Attorney Name	Position	Department	Date of Admission	Fees Billed	Hours Billed	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
				In this Application	In this Application		In this Application	In the First Interim Application	
Jimmy Ryan	Associate	Restructuring	2022	\$54,219.00	68.20	2	\$795.00	\$795.00	\$54,219.00
				\$320,104.50	361.70		\$885.00	\$795.00	\$287,551.50
				\$108,952.50	109.50		\$995.00	\$795.00	\$87,052.50
Alexandra Schrader	Associate	Litigation - General	2021	\$14,490.00	16.10	2	\$900.00	\$900.00	\$14,490.00
				\$138,294.00	140.40		\$985.00	\$900.00	\$126,360.00
				\$34,668.00	32.10		\$1,080.00	\$900.00	\$28,890.00
Trevor Snider	Associate	Technology & IP Transactions	2023	\$17,181.00	13.80	N/A	\$1,245.00	\$1,245.00	\$17,181.00
Katie J. Welch	Associate	Litigation - General	2018	\$31,567.50	30.50	2	\$1,035.00	\$1,035.00	\$31,567.50
				\$97,496.50	85.90		\$1,135.00	\$1,035.00	\$88,906.50
				\$17,982.00	14.80		\$1,215.00	\$1,035.00	\$15,318.00
Alex Zapalowski	Associate	Technology & IP Transactions	2016 (UK)	\$8,839.50	7.10	N/A	\$1,245.00	\$1,245.00	\$8,839.50
Mason N. Zurek	Associate	Restructuring	2021	\$34,307.00	37.70	1	\$910.00	\$910.00	\$34,307.00
				\$106,863.00	107.40		\$995.00	\$910.00	\$97,734.00
Attorney Total				\$15,909,353.00	13,311.90				\$14,344,330.50

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Art Sett	Law Clerk	Technology & IP Transactions	N/A	\$1,860.00	4.00	N/A	\$465.00	\$465.00	\$1,860.00
Joanna Aybar	Paralegal	Corporate - M&A/Private Equity	N/A	\$620.50	1.70	N/A	\$365.00	\$365.00	\$620.50
Megan Bowsher	Paralegal	Litigation - General	N/A	\$438.00	1.20	1	\$365.00	\$365.00	\$438.00
				\$15,918.50	40.30		\$395.00	\$365.00	\$14,709.50
Julia R. Foster	Paralegal	Restructuring	N/A	\$14,418.00	35.60	1	\$405.00	\$405.00	\$14,418.00
				\$31,968.00	66.60		\$480.00	\$405.00	\$26,973.00
Meghan E. Guzaitis	Paralegal	Litigation - General	N/A	\$1,584.00	3.30	1	\$480.00	\$480.00	\$1,584.00
				\$18,370.00	33.40		\$550.00	\$480.00	\$16,032.00
Ashton LeBourgeois	Paralegal	Litigation - General	N/A	\$1,067.00	2.20	N/A	\$485.00	\$485.00	\$1,067.00
Nick Guisinger	Junior Paralegal	Litigation - General	N/A	\$291.50	1.10	N/A	\$265.00	\$265.00	\$291.50
Abbie Holtzman	Junior Paralegal	Litigation - General	N/A	\$1,829.00	6.20	N/A	\$295.00	\$295.00	\$1,829.00
Molly Portwood	Junior Paralegal	IP Litigation	N/A	\$3,363.00	11.40	N/A	\$295.00	\$295.00	\$3,363.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Luke Spangler	Junior Paralegal	Restructuring	N/A	\$5,546.00	18.80	1	\$295.00	\$295.00	\$5,546.00
				\$6,857.50	21.10		\$325.00	\$295.00	\$6,224.50
Lydia Yale	Junior Paralegal	Restructuring	N/A	\$2,950.00	10.00	N/A	\$295.00	\$295.00	\$2,950.00
Library Business Research	Research Specialist	Library Services	N/A	\$405.00	1.00	N/A	\$405.00	\$405.00	\$405.00
Alli Beckett	Conflicts Analyst Supervisor	Conflicts Analysis	N/A	\$1,275.00	3.00	N/A	\$425.00	\$425.00	\$1,275.00
Michael Y. Chan	Conflicts Specialist	Conflicts Analysis	N/A	\$9,735.00	29.50	1	\$330.00	\$330.00	\$9,735.00
				\$1,277.50	3.50		\$365.00	\$330.00	\$1,155.00
Joel DePalma	Presentation Design Lead	Presentation Design	N/A	\$1,386.00	2.80	N/A	\$495.00	\$495.00	\$1,386.00
Marta Dudyan	Conflicts Analyst II	Conflicts Analysis	N/A	\$5,301.00	18.60	1	\$285.00	\$285.00	\$5,301.00
				\$2,961.00	9.40		\$315.00	\$285.00	\$2,679.00
Michael Gallo	Investigator II	Investigator	N/A	\$6,825.00	15.00	N/A	\$455.00	\$455.00	\$6,825.00
Eric Nyberg	Conflicts Analyst II	Conflicts Analysis	N/A	\$14,820.00	52.00	1	\$285.00	\$285.00	\$14,820.00
				\$2,362.50	7.50		\$315.00	\$285.00	\$2,137.50
John Sorrentino	FW Trial Setup Specialist II	Technology Support	N/A	\$336.00	0.80	N/A	\$420.00	\$420.00	\$336.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	\$17,765.00	41.80	N/A	\$425.00	\$425.00	\$17,765.00
				\$62,320.00	131.20		\$475.00	\$425.00	\$55,760.00
Esther Estella Garcia	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$99,846.00	154.80	N/A	\$645.00	\$645.00	\$99,846.00
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	\$7,650.00	18.00	1	\$425.00	\$425.00	\$7,650.00
				\$52,867.50	111.30		\$475.00	\$425.00	\$47,302.50
Dana R. Bucy Miller	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$7,030.50	10.90	N/A	\$645.00	\$645.00	\$7,030.50
Paraprofessional Total				\$401,244.00	868.00				\$379,314.50
Attorney and Paraprofessional Total				\$16,310,597.00	14,179.90				\$14,723,645.00

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Third Interim Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$133.99
Standard Copies or Prints	Internal (Kirkland & Ellis LLP)		\$7,241.50
Color Copies or Prints	Internal (Kirkland & Ellis LLP)		\$18,300.75
Postage			\$31.37
Outside Messenger Services	VITAL TRANSPORTATION SERVICES INC.; Comet Messenger Service Inc		\$1,589.24
Local Transportation	Chloe Reum – Taxi; Boston Coach Corporation		\$11,597.21
Travel Expense			\$44,381.09
Airfare			\$17,529.21
Transportation to/from airport	Crown Car & Limousines Inc.; Windy City Limousine; Sunny's Worldwide; Vital Transportation Services Inc., Boston Coach Corporation		\$17,928.35
Travel Meals			\$4,013.43
Other Travel Expenses			\$42.00
Court Reporter Fee/Deposition	Magna Legal Services LLC - TRF Magna Legal Services LLC		\$42,027.10
Filing Fees	NJ Lawyers' Fund for Client Protection; US District Court - District of New Jersey		\$5,653.74
Other Court Costs and Fees	Miller Advertising Agency Inc.		\$88,914.25
Professional Fees	Deloitte Transactions & Bus Analytics; LegalPartners Group LLC; LEGALPEOPLE; CRA INTERNATIONAL INC, Lexitas; Precision Reporters LLC		\$1,121,216.87
Investigators	Checkers International Inc.		\$39,000.00
Outside Computer Services	Deloitte Transactions and Business Analytics LLP – Discovery Services		\$31,820.99
Outside Paralegal Assistance	LegalPartners Group LLC		\$78,509.83
Working Meals/K&E Only			\$520.00
Catering Expenses	FLIK		\$18,081.98
Outside Retrieval Service	CT LIEN SOLUTIONS		\$24,298.00
Computer Database Research	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets; RELX Inc DBA LexisNexis		\$14,605.89
Westlaw Research	Thomson Reuters - West Publishing Corp		\$24,888.84
LexisNexis Research	RELX Inc DBA LexisNexis		\$9,276.00
Overtime Transportation	Taxi		\$2,347.43

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Overtime Meals - Non-Attorney			\$41.15
Overtime Meals - Attorney	GRUBHUB HOLDINGS INC.		\$3,888.11
Document Services Overtime	Internal (Kirkland & Ellis LLP)		\$37.84
Rental Expenses	AQUIPT INC.		\$1,753.99
Miscellaneous Office Expenses	Internal (Kirkland & Ellis LLP)		\$246.17
Overnight Delivery - Hard	Federal Express		\$1,187.63
Computer Database Research - Soft	PACER		\$1,041.60
TOTALS			\$1,632,145.55

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Matter Category Description	Hours		Total Compensation		Expenses	Total
		Budgeted	Billed	Budgeted	Billed		
2	Chapter 11 Filing	303 - 348	177.40	\$333,000 - \$383,000	\$174,250.00	\$0.00	\$174,250.00
3	Adversary Proceeding & Contested Matters	1,406 - 1,617	1,013.80	\$1,665,000 - \$1,915,000	\$1,347,117.00	\$0.00	\$1,347,117.00
4	Automatic Stay Matters	36 - 41	34.90	\$37,000 - \$43,000	\$31,758.50	\$0.00	\$31,758.50
5	Business Operations	38 - 44	33.20	\$46,000 - \$53,000	\$39,891.00	\$0.00	\$39,891.00
6	Case Administration	451 - 519	455.80	\$503,000 - \$578,000	\$501,088.50	\$0.00	\$501,088.50
7	Cash Management	273 - 314	311.80	\$389,000 - \$447,000	\$384,843.00	\$0.00	\$384,843.00
8	Customer and Vendor Communications	127 - 146	162.30	\$187,000 - \$215,000	\$182,870.00	\$0.00	\$182,870.00
9	Claims Administration and Objections	238 - 274	372.90	\$370,000 - \$426,000	\$369,799.00	\$0.00	\$369,799.00
10	Official Committee Matters and Meetings	147 - 169	157.80	\$231,000 - \$266,000	\$226,782.50	\$0.00	\$226,782.50
11	Use, Sale, and Disposition of Property	1,498 - 1,723	1,349.20	\$1,850,000 - \$2,128,000	\$1,466,467.00	\$0.00	\$1,466,467.00
12	Corp., Governance, & Securities Matters	106 - 122	81.60	\$130,000 - \$150,000	\$98,283.00	\$0.00	\$98,283.00
13	Employee Matters	741 - 852	653.50	\$777,000 - \$894,000	\$776,289.00	\$0.00	\$776,289.00
14	Executory Contracts and Unexpired Leases	22 - 25	20.90	\$37,000 - \$43,000	\$19,133.50	\$0.00	\$19,133.50
15	SOFAs and Schedules	152 - 175	137.30	\$167,000 - \$192,000	\$161,921.00	\$0.00	\$161,921.00
16	Hearings	278 - 320	249.10	\$337,000 - \$388,000	\$335,443.50	\$0.00	\$335,443.50
17	Insurance and Surety Matters	51 - 59	44.80	\$74,000 - \$85,000	\$66,087.50	\$0.00	\$66,087.50
18	Disclosure Statement, Plan, Confirmation	3,408 - 3,919	3,114.10	\$3,967,000 - \$4,562,000	\$3,730,363.00	\$0.00	\$3,730,363.00
19	International Issues	93 - 107	55.40	\$93,000 - \$107,000	\$70,657.00	\$0.00	\$70,657.00
20	K&E Retention and Fee Matters	1,204 - 1,385	1,130.90	\$999,000 - \$1,149,000	\$984,179.50	\$0.00	\$984,179.50
21	Non-K&E Retention and Fee Matters	444 - 511	462.30	\$490,000 - \$564,000	\$481,035.50	\$0.00	\$481,035.50
22	Tax Matters	142 - 163	85.70	\$165,000 - \$190,000	\$107,172.50	\$0.00	\$107,172.50
23	Non-Working Travel	506 - 582	138.00	\$278,000 - \$320,000	\$202,124.00	\$0.00	\$202,124.00
24	U.S. Trustee Communications & Reporting	151 - 174	130.10	\$167,000 - \$192,000	\$154,994.00	\$0.00	\$154,994.00
25	Regulatory	1,403 - 1,613	1,413.10	\$1,480,000 - \$1,702,000	\$1,472,176.00	\$0.00	\$1,472,176.00
26	Investigation Matters	1,108 - 1,274	955.00	\$1,499,000 - \$1,724,000	\$1,363,026.00	\$0.00	\$1,363,026.00
27	Expenses	-	-	-	\$0.00	\$1,632,145.55	\$1,632,145.55
28	Pro Se Party Communication	107 - 123	96.00	\$173,000 - \$199,000	\$89,110.00	\$0.00	\$89,110.00
29	Wallet Withdrawal Relief	1,818 - 2,091	1,343.00	\$1,850,000 - \$2,128,000	\$1,473,735.50	\$0.00	\$1,473,735.50
Totals		16,253 - 18,691	14,179.90	\$18,294,000 - \$18,716,000	\$16,310,597.00	\$1,632,145.55	\$17,942,742.55

Exhibit I

Detailed Description of Services Provided

November 28, 2022 - December 31, 2022

Document Page 94 of 840
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074339

Client Matter: 54119-2

In the Matter of Chapter 11 Filing

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 174,250.00

Total legal services rendered

\$ 174,250.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	4.20	660.00	2,772.00
Cade C. Boland	0.20	900.00	180.00
Trevor Eck	11.90	660.00	7,854.00
Julia R. Foster	9.90	405.00	4,009.50
Susan D. Golden	0.30	1,315.00	394.50
David Hackel	15.20	660.00	10,032.00
Richard U. S. Howell, P.C.	5.00	1,435.00	7,175.00
Rob Jacobson	20.10	1,035.00	20,803.50
Mike James Koch	4.30	660.00	2,838.00
Alex McCammon	11.80	1,170.00	13,806.00
Casey McGushin	1.00	1,195.00	1,195.00
Brian Nakhaimousa	15.80	910.00	14,378.00
Christine A. Okike, P.C.	13.40	1,640.00	21,976.00
Isabella J. Parette	9.70	660.00	6,402.00
Francis Petrie	14.50	1,170.00	16,965.00
Margaret Reiney	16.50	1,035.00	17,077.50
Jimmy Ryan	4.90	795.00	3,895.50
Michael B. Slade	2.40	1,645.00	3,948.00
John Sorrentino	0.80	420.00	336.00
Luke Spangler	3.20	295.00	944.00
Josh Sussberg, P.C.	8.80	1,845.00	16,236.00
Lydia Yale	3.50	295.00	1,032.50
TOTALS	177.40		\$ 174,250.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Ziv Ben-Shahar	4.20	Research re creditor matrix motion precedent (1.9); revise first day pleadings for first day hearing (2.3).
11/28/22	Cade C. Boland	0.20	Conference with M. Slade, K&E team and witness re witness preparation re first day hearing.
11/28/22	Trevor Eck	10.50	Review, analyze first day declaration (1.0); research re creditor matrix motion (3.5); draft summary re same (2.8); review, analyze first day motions (1.2); research re Company valuation (.9); compile first day orders re first day hearing (1.1).
11/28/22	Julia R. Foster	8.70	Prepare materials for Chapter 11 filing (3.9); correspond with F. Petrie, K&E team re same (1.8); review, analyze materials re same (3.0).
11/28/22	Julia R. Foster	0.70	Research re New Jersey and Delaware hearing transcripts.
11/28/22	Susan D. Golden	0.30	Review revised language re waiving equity list in creditor matrix motion.
11/28/22	David Hackel	5.00	Research re precedent for first day motions (2.1); coordinate filing of same with J. Foster (2.9).
11/28/22	David Hackel	6.00	Prepare for first day hearings (3.9); revise talking points re same (2.1).
11/28/22	David Hackel	4.20	Review, analyze first day pleadings (.9); correspond with M. Koch, K&E team re same (3.3).
11/28/22	Richard U. S. Howell, P.C.	5.00	Prepare for first day hearing including witness preparation, review pleadings and review first day presentation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Rob Jacobson	17.00	Review, revise first day motions (3.9); correspond with F. Petrie, K&E team, Haynes and Boone team re same (.6); draft joint administration motion (1.2); review, revise first day hearing presentation (5.2); review, analyze first day declaration re same (1.0); conference with J. Sussberg re first day hearing presentation (.4); prepare for J. Sussberg conference re same (.9); correspond with Company, advisors re same (.8); conference with Company, advisors re first day hearing presentation (.5); prepare for Company conference re same (.2); review, analyze hearing logistics in Trenton (.9); review, comment on first day motions (.7); compile first day motions to prepare binders for first day hearing (.7).
11/28/22	Mike James Koch	4.30	Review, analyze precedent re creditor matrix motion (3.6); compile pleadings in preparation for first day hearing(.3); review same (.4).
11/28/22	Alex McCammon	11.80	Conferences with F. Petrie, K&E team, Haynes and Boone, Cole Schotz re chapter 11 filing (3.0); coordinate filing of chapter 11 pleadings (2.8); conference with J. Sussberg, K&E team, Company, other advisors re first day presentation (.5); review hearing transcripts re creditor matrix redaction motions (.5); conference with R. Jacobson re first day hearing presentation (.1); conferences with F. Petrie, K&E team, Haynes and Boone, Cole Schotz re U.S. Trustee comments on first-day orders (3.5); prepare for first-day hearing (1.4).
11/28/22	Casey McGushin	1.00	Conference with witness re preparation session for first day witness.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074339

BlockFi Inc.

Matter Number:

54119-2

Chapter 11 Filing

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Brian Nakhaimousa	12.80	Correspond with Company re first day motion diligence item (.8); correspond and conference with Berkeley Research Group re diligence materials (3.0); review first day pleadings, first day orders (3.9); correspond with F. Petrie, K&E team re same (.5); multiple conferences with F. Petrie, K&E team re same (2.6); correspond with Company, Berkeley Research Group, Haynes and Boone, Cole Schotz re filing (.5); conference with Company, Berkeley Research Group, Haynes and Boone, Cole Schotz re filing (.5); prepare pleadings and for filing (1.0).
11/28/22	Christine A. Okike, P.C.	13.10	Coordinate filing with Company, Cole Schotz, Haynes and Boone, C Street and K&E teams (3.6); review first day motions (2.0); prepare for first day hearing (1.8); draft first day script (2.6); telephone conference with Berkeley Research Group and K&E teams re first day hearing (3.1).
11/28/22	Christine A. Okike, P.C.	0.30	Conference with Company, Haynes and Boone, C Street, F. Petrie, K&E teams re first day hearing and next steps.
11/28/22	Isabella J. Paretti	9.70	Review first day pleadings (3.9); revise same (2.9); analyze strategic considerations re same (2.9).
11/28/22	Francis Petrie	14.50	Prepare first day pleadings for chapter 11 filing (3.9); file cases (3.9); prepare first day pleadings and presentation for first day hearing (3.9); correspond with C. Okike, K&E team re same (2.8).
11/28/22	Margaret Reiney	16.50	Draft, review, revise first day pleadings for filing (3.9); correspond with Company, K&E team re same (3.6); prepare first day hearing materials (3.7); draft and revise talking points re same (3.1); correspond with F. Petrie, K&E team re same (2.2).
11/28/22	Jimmy Ryan	2.30	Review, revise first day pleadings for filing (1.8); correspond with B. Nakhaimousa, K&E team re same (.5).
11/28/22	Jimmy Ryan	2.60	Correspond with B. Nakhaimousa, K&E team re first day hearing preparation (.4); research re same (.9); prepare for same (1.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Michael B. Slade	1.00	Telephone conference with witness re witness preparation.
11/28/22	Michael B. Slade	1.40	Review first day motions to prepare for hearing.
11/28/22	John Sorrentino	0.80	Correspond with M. Reiney re first day hearing logistics.
11/28/22	Luke Spangler	2.00	Correspond with F. Petrie, K&E team re chapter 11 filing.
11/28/22	Luke Spangler	0.70	Correspond with M. Koch re first day precedent.
11/28/22	Luke Spangler	0.50	Correspond with F. Petrie, K&E team re recently filed pleadings.
11/28/22	Josh Sussberg, P.C.	8.80	Prepare for first day hearing (3.0); prepare for chapter 11 filing (.9); review and revise first day presentation (2.0); telephone conference with Company re same (.3); telephone conference with C Street team and Haynes and Boone team re filing status (.2); telephone conference with Company re filing status (.3); telephone conference with independent directors, Berkeley Research Group and Moelis re cryptocurrency overview for first day presentation (1.5); review pleadings, talking points, presentation to prepare for hearing (.2); conference with R. Jacobsen re first day presentation (.4).
11/28/22	Lydia Yale	3.50	Prepare pleadings for Chapter 11 filing.
11/29/22	Trevor Eck	1.40	Review, analyze first day motions and orders.
11/29/22	Rob Jacobson	3.10	Review, revise first day hearing presentation (2.4); correspond with Z. Ben-Shahar, K&E team re same (.5); correspond with J. Sussberg re same (.2).
11/29/22	Brian Nakhaimousa	2.70	Telephone conference with Haynes and Boone team, U.S. Trustee, F. Petrie and K&E team re U.S. Trustee comments to first day motions (.5); review, revise first day orders re same (1.5); correspond with Cole Schotz, F. Petrie, M. Reiney, R. Jacobson re same (.7).
11/30/22	Julia R. Foster	0.50	Correspond with F. Petrie re revised first day motions and orders.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Brian Nakhaimousa	0.30	Correspond with F. Petrie, Haynes and Boone, Kroll re notice of first day orders.
Total		177.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074340
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 90,467.50

Total legal services rendered

\$ 90,467.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan Buenviaje	1.30	425.00	552.50
Kate Vera Coverdale, P.C.	0.80	1,425.00	1,140.00
Julia R. Foster	0.40	405.00	162.00
Susan D. Golden	0.80	1,315.00	1,052.00
Meghan E. Guzaitis	0.60	480.00	288.00
Ricardo Guzman	2.30	425.00	977.50
Richard U. S. Howell, P.C.	38.20	1,435.00	54,817.00
Aleschia D. Hyde	1.50	900.00	1,350.00
Rob Jacobson	1.20	1,035.00	1,242.00
Elizabeth Helen Jones	0.60	1,035.00	621.00
Alex McCammon	1.00	1,170.00	1,170.00
Christine A. Okike, P.C.	2.10	1,640.00	3,444.00
Isabella J. Paretti	2.70	660.00	1,782.00
Francis Petrie	2.70	1,170.00	3,159.00
Laura K. Riff	8.10	1,245.00	10,084.50
Michelle Six	1.00	1,345.00	1,345.00
Michael B. Slade	4.00	1,645.00	6,580.00
Luke Spangler	0.20	295.00	59.00
Josh Sussberg, P.C.	0.20	1,845.00	369.00
Mason N. Zurek	0.30	910.00	273.00
TOTALS	70.00		\$ 90,467.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Laura K. Riff	8.10	Review background materials re custodian interviews (2.8); conference with B. Kelly re data collection (1.5); conference with R. Fried re data collection (.8); correspond with K&E team re Company document collection (1.2); review and analyze background materials re Company entity (.8); develop document collection strategy (1.0).
11/28/22	Michelle Six	1.00	Correspond with F. Petrie, K&E team re mobile device collection strategies (.3); manage mobile device message application collection (.7).
11/29/22	Richard U. S. Howell, P.C.	1.20	Review and revise draft research, memos, pleadings re contested bankruptcy matters.
11/29/22	Richard U. S. Howell, P.C.	1.00	Correspond with A. Hyde, K&E team re potential litigation and restructuring issues.
11/29/22	Richard U. S. Howell, P.C.	0.70	Conference with F. Petrie, K&E team re litigation strategy re second day hearing.
11/29/22	Aleschia D. Hyde	1.00	Review, analyze Company declaration re contested bankruptcy matter (.7); conference with M. Slade re same (.3).
11/30/22	Richard U. S. Howell, P.C.	1.80	Review presentation background materials re contested bankruptcy matters (.4); review materials, including pleadings re FTX bankruptcy (.5); prepare correspondence to F, Petrie, K&E team re potential litigation issues (.9).
11/30/22	Richard U. S. Howell, P.C.	0.90	Conference with F. Petrie, K&E team re Company strategy following first day hearing (.5); correspond with F. Petrie, K&E team re same (.4).
11/30/22	Christine A. Okike, P.C.	0.90	Analyze issues re FTX.
12/01/22	Richard U. S. Howell, P.C.	4.10	Conference with F. Petrie, K&E team re potential litigation issues going forward (2.3); review and draft materials, including memos, pleadings re same (1.1); review correspondence from F. Petrie re open litigation items (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/22	Richard U. S. Howell, P.C.	2.30	Conference with Company, M. Slade, C. Okike re second day hearing issues and potential litigation issues (.8); review correspondence from M. Slade re open litigation and restructuring issues (.7); review materials re FTX (.8).
12/02/22	Alex McCammon	1.00	Conference with Company, M. Slade, R. Howell, F. Petrie re litigation and bankruptcy.
12/02/22	Christine A. Okike, P.C.	1.00	Telephone conference with Company and R. Howell, K&E team re contested bankruptcy issues.
12/02/22	Francis Petrie	1.70	Correspond with Company re suggestion of bankruptcy (.5); telephone conference with Company re litigation strategy (1.0); prepare for same (.2).
12/02/22	Michael B. Slade	0.60	Telephone conference with R. Howell re document collection for investigation (.2); correspond with R. Howell and K&E team re same (.4).
12/03/22	Megan Buenviaje	1.00	Revise, review workflow settings re document collection (.5); correspond with L. Riff, K&E team re same (.5).
12/04/22	Megan Buenviaje	0.30	Revise, review workflow settings re document collection.
12/04/22	Richard U. S. Howell, P.C.	0.70	Review correspondence from M. Slade re open potential litigation issues (.4); review and revise draft declaration re contested bankruptcy matter (.3).
12/05/22	Richard U. S. Howell, P.C.	1.30	Draft, review correspondence to M. Slade re open litigation issues (.8); review and provide comments to draft materials re contested bankruptcy matters (.5).
12/05/22	Isabella J. Paretti	0.30	Correspond with C. Terry and M. Willis re FTX hearing logistics.
12/06/22	Richard U. S. Howell, P.C.	3.20	Conference with Company, M. Slade, K&E teams re diligence requests and preparation for second day hearing (1.7); review correspondence from M. Slade re same (.8); review draft declaration and related materials (.3); review materials re FTX (.4).
12/07/22	Richard U. S. Howell, P.C.	0.70	Prepare correspondence re open litigation and restructuring issues (.4); review same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with Company re document collection.
12/08/22	Kate Vera Coverdale, P.C.	0.30	Telephone conference with Company, Deloitte, M. Slade, K&E team re work in process and next steps.
12/08/22	Richard U. S. Howell, P.C.	1.00	Prepare correspondence re open litigation and restructuring issues (.5); review same (.3); review and revise draft materials re same (.2).
12/08/22	Michael B. Slade	0.50	Telephone conference with K. Coverdale, Deloitte team re work in process and next steps.
12/09/22	Meghan E. Guzaitis	0.30	Compile case documents for attorney review.
12/09/22	Richard U. S. Howell, P.C.	2.00	Review research, memos, pleadings re open litigation issues (.4); review correspondence from M. Slade re KERP and other second day hearing issues (.8); telephone conference with M. Slade, K&E team to develop litigation strategy (.3); prepare for same (.2); review diligence requests and provide comments to same (.3).
12/11/22	Christine A. Okike, P.C.	0.20	Correspond with Company re Antigua proceeding.
12/12/22	Richard U. S. Howell, P.C.	0.40	Prepare and review correspondence to F. Petrie, K&E team re open restructuring issues.
12/12/22	Aleschia D. Hyde	0.50	Conference with L. Riff re BlockFi document review.
12/12/22	Michael B. Slade	0.30	Telephone conference with Z. Prince, F. Marquez and others re update on ongoing litigation matters.
12/13/22	Richard U. S. Howell, P.C.	0.50	Review and revise draft pleadings for contested matter.
12/13/22	Michael B. Slade	0.30	Telephone conference with Z. Prince, R. Kanowitz and F. Petrie, K&E team re case update, litigation process.
12/14/22	Susan D. Golden	0.80	Review FTX objections to proposed redactions in FTX case (.6); correspond with F. Petrie and R. Jacobson re strategy re contested redaction relief (.2).
12/15/22	Richard U. S. Howell, P.C.	0.50	Conference with F. Petrie, K&E team re contested bankruptcy matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Richard U. S. Howell, P.C.	0.90	Review responses to diligence requests (.5); review correspondence from M. Slade re open litigation issues (.4).
12/16/22	Richard U. S. Howell, P.C.	0.40	Review correspondence from M. Slade re open litigation and restructuring issues.
12/18/22	Richard U. S. Howell, P.C.	0.60	Review correspondence from F. Petrie re open restructuring and potential litigation issues (.4); review diligence requests re same (.2).
12/19/22	Julia R. Foster	0.40	Research precedent re Celsius redaction briefing re requested redaction relief.
12/19/22	Isabella J. Parette	2.40	Research pleadings, news re Emergent Fidelity Technologies adversary proceeding (1.6); draft, revise memorandum re same (.5); correspond with F. Petrie and R. Jacobson re same (.3).
12/19/22	Michael B. Slade	0.30	Telephone conference with Haynes and Boone and F. Petrie, K&E teams re privilege issues.
12/19/22	Luke Spangler	0.20	Compile precedent re redaction disputes.
12/20/22	Ricardo Guzman	2.30	Review, analyze materials re document selection, production documents and quality control process (2.0); correspond with L. Riff and M. Buenviaje re project updates (.3).
12/20/22	Richard U. S. Howell, P.C.	3.30	Conference with F. Petrie, K&E teams re open potential litigation issues and related issues (1.3); review and revise draft pleadings for contested matter (2.0).
12/20/22	Elizabeth Helen Jones	0.60	Telephone conference with F. Petrie, K&E team, Haynes & Boone re redaction motion.
12/20/22	Francis Petrie	0.40	Telephone conference with Haynes and Boone re redaction motion, argument strategy.
12/20/22	Mason N. Zurek	0.30	Telephone conference with F. Petrie, J. Chavez re redaction motion.
12/22/22	Meghan E. Guzaitis	0.30	Review documents re contested bankruptcy matters.
12/22/22	Richard U. S. Howell, P.C.	0.50	Telephone conference with M. Slade to develop litigation strategy.
12/22/22	Richard U. S. Howell, P.C.	2.20	Prepare pleadings re second day hearing and related motions (.7); review same (.5); review correspondence to M. Slade re same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Michael B. Slade	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re recent filings.
12/22/22	Josh Sussberg, P.C.	0.20	Correspond re FTX pleading and response.
12/23/22	Richard U. S. Howell, P.C.	1.20	Telephone conference with F. Petrie, K&E team re draft pleadings for contested matter (.7); review correspondence from F. Petrie, K&E team re same (.5).
12/23/22	Michael B. Slade	0.40	Telephone conference with Company re upcoming filings.
12/28/22	Richard U. S. Howell, P.C.	0.90	Review correspondence to M. Slade re open restructuring and potential litigation issues.
12/28/22	Richard U. S. Howell, P.C.	1.80	Review filed pleadings in preparation for second day hearing (.8); review, revise draft declarations and other documents re second day hearing (1.0).
12/28/22	Francis Petrie	0.60	Telephone conference with J. Sussberg, K&E team re adversary proceeding, deadlines.
12/29/22	Richard U. S. Howell, P.C.	0.30	Review correspondence from F. Petrie re open litigation items.
12/29/22	Richard U. S. Howell, P.C.	2.00	Revise draft declarations and other supporting pleadings re second day hearing.
12/29/22	Rob Jacobson	1.20	Review, analyze first day orders re deadlines, adjournment issues.
12/29/22	Michael B. Slade	1.10	Review and edit declaration re bankruptcy contested matter.
12/30/22	Richard U. S. Howell, P.C.	1.00	Review and revise draft declarations and additional supporting documents re contested matter (.8); conference with F. Petrie, K&E team re outstanding litigation issues (.2).
12/31/22	Richard U. S. Howell, P.C.	0.80	Review correspondence from F. Petrie re open potential litigation issues.
Total		70.00	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074341
Client Matter: 54119-4

In the Matter of Automatic Stay Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 6,548.00

Total legal services rendered

\$ 6,548.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	4.30	900.00	3,870.00
Richard U. S. Howell, P.C.	1.20	1,435.00	1,722.00
Casey McGushin	0.80	1,195.00	956.00
TOTALS	6.30		\$ 6,548.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Cade C. Boland	2.60	Draft presentation re automatic stay.
11/28/22	Casey McGushin	0.80	Review and revise presentation for Company re automatic stay issues.
12/01/22	Cade C. Boland	0.70	Draft presentation re automatic stays.
12/02/22	Cade C. Boland	1.00	Telephone conference with Company, F. Petrie, K&E team re automatic stay.
12/02/22	Richard U. S. Howell, P.C.	1.20	Conference with C. Boland, C. McGushin re automatic stay issues and potential litigation issues.
Total		6.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074342
Client Matter: 54119-5

In the Matter of Business Operations

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 1,805.50

Total legal services rendered

\$ 1,805.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.50	1,640.00	820.00
Francis Petrie	0.40	1,170.00	468.00
Margaret Reiney	0.50	1,035.00	517.50
TOTALS	1.40		\$ 1,805.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/22	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team, Haynes and Boone re second day pleadings.
12/08/22	Francis Petrie	0.40	Draft correspondence to Haynes and Boone and Company re chapter 11 operations.
12/09/22	Christine A. Okike, P.C.	0.50	Telephone conference with C Street, F. Petrie and K&E teams re business operations.
Total		1.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074343
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 116,952.00

Total legal services rendered

\$ 116,952.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	2.50	660.00	1,650.00
Kate Vera Coverdale, P.C.	0.50	1,425.00	712.50
Trevor Eck	33.90	660.00	22,374.00
Julia R. Foster	8.00	405.00	3,240.00
David Hackel	4.60	660.00	3,036.00
Rob Jacobson	11.90	1,035.00	12,316.50
Mike James Koch	1.40	660.00	924.00
Tom Kotlowski	0.50	910.00	455.00
Sarah R. Margolis	3.80	910.00	3,458.00
Alex McCammon	2.10	1,170.00	2,457.00
Brian Nakhaimousa	13.60	910.00	12,376.00
Christine A. Okike, P.C.	10.90	1,640.00	17,876.00
Isabella J. Parette	7.70	660.00	5,082.00
Francis Petrie	5.30	1,170.00	6,201.00
Jimmy Ryan	4.70	795.00	3,736.50
Michael B. Slade	4.70	1,645.00	7,731.50
Luke Spangler	4.20	295.00	1,239.00
Josh Sussberg, P.C.	3.50	1,845.00	6,457.50
Lydia Yale	1.50	295.00	442.50
Mason N. Zurek	5.70	910.00	5,187.00
TOTALS	131.00		\$ 116,952.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/22	Tom Kotlowski	0.50	Conference with F. Petrie, K&E team re work in process.
11/29/22	Luke Spangler	0.10	Correspond with F. Petrie, K&E team re filed pleadings.
11/29/22	Josh Sussberg, P.C.	0.10	Review correspondence from F. Petrie re work in process.
11/29/22	Josh Sussberg, P.C.	0.50	Conference with J. Henes re communications status and next steps (.2); correspond with M. Sirota re same (.1); conference with T. Lauro re status (.1); correspond with Company re Company status (.1).
11/30/22	Julia R. Foster	0.50	Review PACERPro notifications re K&E team updates.
11/30/22	Brian Nakhaimousa	0.50	Conference with F. Petrie, M. Reiney, Haynes and Boone team re next steps.
11/30/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes & Boone and F. Petrie, K&E teams re case strategy.
11/30/22	Isabella J. Paretti	0.50	Conference with B. Nakhaimousa re work in process (.3); review, analyze procedures re case management (.2).
11/30/22	Francis Petrie	0.70	Telephone conference with Haynes and Boone team re work in process (.4); correspond with R. Jacobson, K&E team re same (.3).
11/30/22	Jimmy Ryan	0.20	Correspond with M. Koch, K&E team re case management procedures.
11/30/22	Luke Spangler	0.20	Review recently filed pleadings (.1); compile recently filed pleadings for distribution to F. Petrie and K&E team re same (.1).
11/30/22	Josh Sussberg, P.C.	1.10	Telephone conference with Company, R. Kanowitz and J. Henes re work in process and next steps (.4); correspond with Company, R. Kanowitz, J. Henes re same (.3); listen to SBF interview (.4).
12/01/22	Ziv Ben-Shahar	0.70	Review case updates and related materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Trevor Eck	9.90	Draft post-petition work in process materials (3.1); research re same (.8); telephone conference with Company, B. Nakhaimousa, and K&E team re upcoming deadlines (.3); conference with B. Nakhaimousa, J. Ryan re same (.2); review, analyze re case management procedures (1.3); review, analyze precedent re same (1.5); draft case management procedures summary and comparison chart re same (2.7).
12/01/22	David Hackel	0.30	Review, analyze case status (.2); correspond with B. Nakhaimousa re same (.1).
12/01/22	Brian Nakhaimousa	2.20	Conference with Haynes and Boone team, F. Petrie, K&E team and Company re next steps re diligence materials (.4); correspond with R. Jacobson re diligence open items (.1); review, revise diligence materials (.2); review, revise work in process materials (1.3); correspond with T. Eck re same (.2).
12/01/22	Jimmy Ryan	0.60	Conference with B. Nakhaimousa, K&E team, Company and Haynes and Boone team re next steps.
12/01/22	Luke Spangler	0.30	Compile recently filed pleadings (.1); correspond with J. Foster re same (.2).
12/01/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re miscellaneous matters and motions.
12/02/22	Trevor Eck	4.50	Review, revise work in process materials (.9); research upcoming deadlines re same (1.7); review, analyze precedent case management procedures (1.4); draft summary of findings re same (.5).
12/02/22	Julia R. Foster	0.30	Review, revise pleading template.
12/02/22	Brian Nakhaimousa	1.30	Review, revise work in process materials (1.1); correspond with T. Eck re same (.2).
12/02/22	Michael B. Slade	1.00	Telephone conference with Company counsel team and R. Howell re next steps.
12/02/22	Luke Spangler	0.10	Review recently filed pleadings.
12/04/22	Trevor Eck	1.00	Review, revise work in process materials.
12/05/22	Ziv Ben-Shahar	0.70	Conference with R. Jacobson, K&E team re work in process.
12/05/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with Company re case status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Trevor Eck	5.70	Review, revise work in process chart re tracking current workstreams (1.8); telephone conference with R. Jacobson, K&E team re work in process (.5); research case management procedures re rules for uncontested revised orders (2.6); correspond with R. Jacobson, B. Nakhaimousa and M. Koch re same (.5); draft summary re case management procedures (.3).
12/05/22	David Hackel	0.70	Conference with R. Jacobson, K&E team re work in process (.5); prepare for same (.2).
12/05/22	Rob Jacobson	1.20	Review, revise work in process materials (.7); telephone conference with F. Petrie, K&E team re case updates (.5).
12/05/22	Mike James Koch	0.50	Research local rules re revised form of orders (.2); correspond with T. Eck, B. Nakhaimousa re same (.3).
12/05/22	Alex McCammon	0.30	Correspond with Haynes and Boone, F. Petrie, K&E team re next steps.
12/05/22	Brian Nakhaimousa	1.20	Telephone conference with R. Jacobson, K&E team re work in process and next steps (.5); review, revise work in process materials (.5); correspond with T. Eck re same (.2).
12/05/22	Isabella J. Paretti	0.70	Conference with R. Jacobson and K&E team re work in process.
12/05/22	Jimmy Ryan	0.70	Conference with R. Jacobson, K&E team re work in process and next steps.
12/05/22	Luke Spangler	0.10	Review docket re filed pleadings and upload to the DMS.
12/06/22	Trevor Eck	1.60	Revise, update work in process materials (1.1); telephone conference with F. Petrie, K&E team re work in process (.5).
12/06/22	Julia R. Foster	0.50	Conference with F. Petrie, K&E team re work in process.
12/06/22	David Hackel	0.50	Conference with R. Jacobson, K&E team re work in process.
12/06/22	Rob Jacobson	0.70	Conference with K&E team re work in process, next steps (.5); prepare for same (.1); review, comment on work in process materials (.1).
12/06/22	Sarah R. Margolis	0.70	Conference with F. Petrie re work in process (.5); conference with F. Petrie re case status (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/06/22	Alex McCammon	1.00	Correspond with F. Petrie, K&E team re work in process (.4); prepare for same (.6).
12/06/22	Brian Nakhaimousa	0.80	Conference with F. Petrie, K&E team re work in process, next steps (.5); review, revise work in process materials (.3).
12/06/22	Christine A. Okike, P.C.	0.40	Telephone conference with F. Petrie, K&E team re key work streams.
12/06/22	Isabella J. Paretti	0.50	Conference with F. Petrie, K&E team re work in process.
12/06/22	Francis Petrie	1.40	Telephone conference with R. Jacobson, K&E team re work in process (.4); telephone conference with C. Okike, A. McCammon re same (.5); telephone conference with Haynes and Boone team re workstream coordination (.3); conference with K&E team re same (.2).
12/06/22	Jimmy Ryan	0.40	Conference with F. Petrie, K&E team re work in process and next steps.
12/06/22	Luke Spangler	0.50	Conference with R. Jacobson, K&E team re work in process (.4); review docket re filed pleadings (.1).
12/06/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re work in process.
12/06/22	Lydia Yale	0.40	Conference with F. Petrie, K&E team re work in process.
12/07/22	Trevor Eck	0.20	Review, revise status materials re work in process.
12/07/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes & Boone and F. Petrie, K&E teams re key work streams.
12/07/22	Michael B. Slade	0.70	Telephone conference with Company re litigation issues (.3); conference with Company re status update (.4).
12/07/22	Luke Spangler	0.10	Compile recently filed pleadings.
12/07/22	Josh Sussberg, P.C.	0.10	Telephone conference with J. Mayers re case status.
12/08/22	Trevor Eck	0.40	Review, revise work in process materials.
12/08/22	Julia R. Foster	2.10	Draft attorney fund forms re pro hac vice motions for J. Sussberg, C. Okike, R. Howell, M. Slade, C. McGushin, F. Petrie and A. McCammon (1.3); correspond with R. Hollander re same (.4); coordinate pro hac fees re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Francis Petrie	0.50	Telephone conference with Haynes and Boone team re ongoing workstreams.
12/08/22	Luke Spangler	0.10	Compile recently filed pleadings.
12/08/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team, Company re case status.
12/08/22	Mason N. Zurek	1.10	Telephone conference with F. Petrie re case status (.1); review and analyze docket entries (1.0).
12/09/22	Ziv Ben-Shahar	0.20	Conference with R. Jacobson, K&E team re case status, updates.
12/09/22	Trevor Eck	0.70	Telephone conference with R. Jacobson, K&E team re workstream status updates (.2); review, revise workstream materials re same (.3); research case management procedures re same (.2).
12/09/22	David Hackel	0.30	Conference re work in process with R. Jacobson, K&E team (.2); prepare for same (.1).
12/09/22	Rob Jacobson	1.00	Conference with F. Petrie, K&E team re work in process, next steps (.2); prepare for same (.3); conference with Company, H&B team, Berkeley Research Group team re diligence updates (.5).
12/09/22	Sarah R. Margolis	0.30	Correspond with T. Eck re work in process (.1); conference with R. Jacobson, K&E team re work in process (.2).
12/09/22	Brian Nakhaimousa	1.20	Conference with F. Petrie, K&E team, Company, Berkeley Research Group, Haynes and Boone re next steps, diligence (.8); conference with R. Jacobson, K&E team re next steps (.4).
12/09/22	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/09/22	Isabella J. Parette	0.40	Conference with R. Jacobson and K&E team re work in process.
12/09/22	Jimmy Ryan	0.40	Conference with R. Jacobson, K&E team re work in process and next steps.
12/11/22	Christine A. Okike, P.C.	1.00	Review materials re all hands team conference.
12/12/22	Trevor Eck	0.40	Revise, update workstream status materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Julia R. Foster	0.40	Correspond with S. Margolis re docket updates.
12/12/22	Rob Jacobson	1.40	Review, comment on work in process materials (.8); review, analyze key dates materials (.6).
12/12/22	Christine A. Okike, P.C.	0.40	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/12/22	Luke Spangler	0.10	Compile recently filed pleadings.
12/12/22	Josh Sussberg, P.C.	0.40	Attend daily management check-in with advisors (.3); correspond with F. Petrie, K&E team re status (.1).
12/13/22	Ziv Ben-Shahar	0.50	Conference with F. Petrie, K&E team re case updates, work in process.
12/13/22	Trevor Eck	0.90	Update, revise workstream status update materials (.3); telephone conference with F. Petrie, K&E team re work in process and strategy (.6).
12/13/22	Julia R. Foster	0.50	Conference with R. Jacobson, K&E team re work in process.
12/13/22	David Hackel	0.50	Conference with F. Petrie, K&E team re work in process.
12/13/22	Rob Jacobson	0.80	Conference with F. Petrie, K&E team re work in process, next steps (.5); prepare for same (.3).
12/13/22	Rob Jacobson	0.30	Conference with Haynes and Boone team, F. Petrie, K&E team re coordination (.2); prepare for same (.1).
12/13/22	Mike James Koch	0.50	Conference with R. Jacobson, K&E team re work in process and next steps.
12/13/22	Sarah R. Margolis	0.80	Review, revise work in process (.2); correspond with T. Eck re same (.1); conference with F. Petrie, K&E team re work in process (.5).
12/13/22	Alex McCammon	0.40	Conference with R. Jacobson, K&E team re work in process.
12/13/22	Brian Nakhaimousa	0.90	Review, revise work in process materials (.4); conference with F. Petrie, K&E team re work in process and next steps (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams (.4); telephone conference with Haynes and Boone and K&E teams re coordination re same (.2).
12/13/22	Isabella J. Paretti	0.90	Conference with F. Petrie and K&E team re work in process (.5); conference with F. Petrie and B. Nakhaimousa re specific work streams (.4).
12/13/22	Francis Petrie	0.90	Conference with R. Jacobson, K&E team re work in process (.4); telephone conference with Haynes and Boone team re status, coordination (.5).
12/13/22	Jimmy Ryan	0.30	Conference with F. Petrie, K&E team re work in process and next steps (partial).
12/13/22	Luke Spangler	0.50	Conference with F. Petrie, K&E team re work in process.
12/13/22	Josh Sussberg, P.C.	0.20	Telephone conference with S. Vogel re case status (.1); correspond with Company re work in process matters (.1).
12/13/22	Lydia Yale	0.50	Conference with F. Petrie, K&E team re work in process.
12/13/22	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.4); review work in process materials (.2).
12/14/22	Trevor Eck	0.40	Review, revise work in process materials (.1); research upcoming deadlines, local rules re same (.3).
12/14/22	Alex McCammon	0.40	Correspond with C. Okike, F. Petrie re case updates (.2); telephone conference with same re same (.1); prepare for same (.1).
12/14/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/14/22	Isabella J. Paretti	0.20	Correspond with D. Hackel re work in process.
12/14/22	Michael B. Slade	0.60	Telephone conference with counsel for Company re next steps (.3); telephone conference with Company re work in process (.3).
12/14/22	Luke Spangler	0.10	Review case docket for newly filed pleadings.
12/15/22	Trevor Eck	0.10	Correspond with R. Jacobson, K&E team re workstream status updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie K&E teams re key work streams.
12/16/22	Trevor Eck	0.50	Telephone conference with R. Jacobson, K&E team re work in process (.3); revise, update workstream status materials (.2).
12/16/22	Julia R. Foster	0.70	Revise post-petition pleading template.
12/16/22	David Hackel	0.40	Conference with R. Jacobson, K&E team re work in process.
12/16/22	Rob Jacobson	0.50	Conference with B. Nakhaimousa, K&E team re work in process, next steps.
12/16/22	Sarah R. Margolis	0.40	Conference with R. Jacobson, K&E team re work in process.
12/16/22	Brian Nakhaimousa	2.00	Review, revise work in process materials (.2); conference with R. Jacobson, K&E team re work in process, next steps (.4); draft, review, revise summary chart re filings (1.2); correspond with I. Paretti, F. Petrie, R. Jacobson re same (.2).
12/16/22	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/16/22	Isabella J. Paretti	0.50	Conference with R. Jacobson and K&E team re work in process.
12/16/22	Isabella J. Paretti	2.40	Draft summary re upcoming filings and deadlines (1.9); conference with B. Nakhaimousa re same (.3); correspond with F. Petrie re same (.2).
12/16/22	Jimmy Ryan	0.40	Conference with R. Jacobson, K&E team re work in process and next steps.
12/16/22	Michael B. Slade	0.60	Correspond with Company counsel re status (.3); telephone conference with C. Okike, K&E team re daily update (.3).
12/16/22	Luke Spangler	0.10	Compile recently filed pleadings.
12/16/22	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.4); review materials re same (.2).
12/19/22	Trevor Eck	1.00	Correspond with F. Petrie, K&E team re key dates and deadlines (.1); review, revise work in process materials re workstream and strategy updates (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Julia R. Foster	1.30	Review and revise pleading template (.8); revise motions re template (.5).
12/19/22	Rob Jacobson	0.40	Review, comment on work in process materials.
12/19/22	Brian Nakhaimousa	0.30	Review, revise work in process materials (.2); correspond with T. Eck re same (.1).
12/19/22	Michael B. Slade	0.40	Telephone conference with Company re case update.
12/19/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re miscellaneous case matters.
12/19/22	Mason N. Zurek	0.50	Review correspondence from L. Spangler re newly filed pleadings (.2); review motions re same (.3).
12/19/22	Mason N. Zurek	0.30	Review work in process materials (.2); correspond with R. Jacobson, K&E team re same (.1).
12/20/22	Ziv Ben-Shahar	0.40	Conference with F. Petrie, K&E team re case status, updates.
12/20/22	Trevor Eck	0.90	Telephone conference with F. Petrie, K&E team re work in process (.5); review, revise materials re same (.4).
12/20/22	Julia R. Foster	1.70	Prepare pro hac vice attorney fund forms for mailing (.8); prepare pro hac vice payments for mailing (.4); conference with F. Petrie, K&E team re work in process (.5).
12/20/22	David Hackel	0.60	Conference with T. Eck, K&E team re work in process.
12/20/22	Rob Jacobson	1.90	Conference with F. Petrie, K&E team re work in process, next steps (.6); prepare for same (.5); review, comment on work in process materials (.8).
12/20/22	Sarah R. Margolis	0.60	Conference with F. Petrie re work in process.
12/20/22	Brian Nakhaimousa	1.30	Review, revise work in process materials (.8); conference with F. Petrie, K&E team re next steps, work in process (.5).
12/20/22	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams (.5); telephone conference with Haynes and Boone and K&E teams re coordination re same (.4).
12/20/22	Isabella J. Paretti	0.50	Conference with F. Petrie and K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Francis Petrie	1.30	Conference with K&E team re work in process (.4); telephone conference with Haynes and Boone team re case management and diligence gathering (.5); review and revise materials re same (.4).
12/20/22	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
12/20/22	Luke Spangler	1.20	Prepare pro hac vice attorney forms for mailing (.2); compile recently filed pleadings (.4); conference with F. Petrie, K&E team re work in process (.6).
12/20/22	Lydia Yale	0.60	Conference with F. Petrie, K&E team re work in process.
12/20/22	Mason N. Zurek	0.60	Telephone conference with R. Jacobson, K&E team re work in process.
12/21/22	Christine A. Okike, P.C.	1.00	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/21/22	Michael B. Slade	0.50	Telephone conference with Company re upcoming deadlines.
12/21/22	Josh Sussberg, P.C.	0.50	Conference with Company re case update.
12/22/22	Trevor Eck	0.80	Review, revise pleading template re motion conformity (.2); review, revise work in process materials re case deadline and workstream status updates (.6).
12/22/22	Christine A. Okike, P.C.	0.70	Telephone conference with Company, Haynes and Boone and F. Petrie, K&E teams re key work streams.
12/22/22	Isabella J. Parette	0.20	Correspond with D. Hackel re upcoming hearing dates and deadlines.
12/22/22	Mason N. Zurek	0.30	Review work in process materials (.2); correspond with R. Jacobson, K&E team re same (.1).
12/23/22	Trevor Eck	1.20	Telephone conference with R. Jacobson, K&E team re work in process, next steps (.3); review, revise workstream status materials re same (.6); review analyze case management procedures, re extension of objection reply deadline (.3).
12/23/22	David Hackel	0.50	Conference with R. Jacobson, K&E team re work in process.
12/23/22	Rob Jacobson	0.50	Conference with B. Nakhaimousa, K&E team re work in process, next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/22	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical work-streams, work in process.
12/23/22	Sarah R. Margolis	0.50	Conference with R. Jacobson, K&E team re work in process.
12/23/22	Brian Nakhaimousa	0.30	Review, revise work in process materials (.1); conference with R. Jacobson, K&E team re same (.2).
12/23/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/23/22	Isabella J. Paretti	0.40	Conference with R. Jacobson and K&E team re work in process.
12/23/22	Jimmy Ryan	0.40	Conference with S. Margolis, K&E team re work in process and next steps.
12/23/22	Mason N. Zurek	0.40	Telephone conference with F. Petrie, K&E team re work in process.
12/26/22	Trevor Eck	0.80	Research re upcoming case dates and deadlines (.6); correspond with R. Jacobson re same (.1); update workstream status materials re same (.1).
12/26/22	Brian Nakhaimousa	0.20	Review, revise work in process materials.
12/26/22	Christine A. Okike, P.C.	0.20	Telephone conference with Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/26/22	Mason N. Zurek	0.10	Review work in process materials.
12/27/22	Trevor Eck	1.00	Review revise, workstream status materials (.5); telephone conference with F. Petrie, K&E team re work in process (.3); research re upcoming dates and deadlines (.2).
12/27/22	David Hackel	0.30	Conference with T. Eck, K&E team re work in process.
12/27/22	Rob Jacobson	0.80	Conference with F. Petrie, K&E team re work in process, next steps (.3); prepare for same (.5).
12/27/22	Sarah R. Margolis	0.50	Review, revise work in process materials (.1); conference with F. Petrie, K&E team re work in process (.4).
12/27/22	Brian Nakhaimousa	0.60	Review, revise work in process materials (.1); conference with F. Petrie, K&E team re work in process, next steps (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/27/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/27/22	Francis Petrie	0.50	Telephone conference with R. Jacobson, K&E team re work in process.
12/27/22	Jimmy Ryan	0.30	Conference with R. Jacobson, K&E team re work in process and next steps.
12/27/22	Mason N. Zurek	0.40	Review work in process materials (.1); telephone conference with R. Jacobson, K&E team re work in process (.3).
12/28/22	Rob Jacobson	1.20	Review, comment on key dates materials re weekly distributions (.6); research, analyze rules, deadlines re same (.6).
12/28/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/28/22	Michael B. Slade	0.40	Conference with Company re case updates.
12/28/22	Luke Spangler	0.40	Compile recently filed pleadings.
12/28/22	Mason N. Zurek	0.10	Review docket entries and correspondence re media coverage.
12/29/22	Trevor Eck	0.80	Review, revise work in process materials (.6); review, analyze working group list (.2).
12/29/22	Rob Jacobson	0.10	Conference with F. Petrie, K&E team, specialist groups re work in process, next steps.
12/29/22	Christine A. Okike, P.C.	0.50	Conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
12/29/22	Michael B. Slade	0.50	Telephone conference with Company and F. Petrie, K&E team re work in process.
12/29/22	Luke Spangler	0.20	Compile recently filed pleadings.
12/29/22	Josh Sussberg, P.C.	0.20	Correspond with C. Okike re case status.
12/29/22	Mason N. Zurek	0.20	Review docket (.1); review work in process materials (.1).
12/30/22	Trevor Eck	1.10	Telephone conference with R. Jacobson, K&E team re work in process (.5); review, revise workstream materials re same (.5); correspond with R. Jacobson re upcoming deadlines and case management procedures (.1).
12/30/22	David Hackel	0.50	Conference with R. Jacobson, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/22	Rob Jacobson	1.10	Conference with B. Nakhaimousa, K&E team re work in process, next steps (.5); prepare for same (.3); comment on materials re same (.3).
12/30/22	Brian Nakhaimousa	0.80	Review, revise work in process materials (.3); conference with R. Jacobson, K&E team re work in process, next steps (.5).
12/30/22	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams (.5); correspond with Haynes and Boone, F. Petrie, K&E teams re scheduling matters (.4).
12/30/22	Isabella J. Paretti	0.50	Conference with R. Jacobson and K&E team re work in process.
12/30/22	Jimmy Ryan	0.50	Conference with R. Jacobson, K&E team re work in process and next steps.
12/30/22	Luke Spangler	0.10	Review docket re recently filed pleadings.
12/30/22	Mason N. Zurek	0.50	Conference with R. Jacobson, K&E team re work in process.
Total		131.00	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074344
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 33,508.00

Total legal services rendered

\$ 33,508.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	4.50	660.00	2,970.00
Trevor Eck	3.50	660.00	2,310.00
Susan D. Golden	0.30	1,315.00	394.50
Rob Jacobson	2.50	1,035.00	2,587.50
Mike James Koch	2.80	660.00	1,848.00
Alex McCammon	0.50	1,170.00	585.00
Brian Nakhaimousa	0.10	910.00	91.00
Christine A. Okike, P.C.	5.40	1,640.00	8,856.00
Isabella J. Parette	2.30	660.00	1,518.00
Francis Petrie	7.90	1,170.00	9,243.00
Margaret Reiney	3.00	1,035.00	3,105.00
TOTALS	32.80		\$ 33,508.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Susan D. Golden	0.30	Correspond with F. Petrie re cash management motion.
11/30/22	Trevor Eck	3.50	Review, analyze bank contracts re termination issues (1.8); review, analyze bank security agreement re account minimum issues (1.4); correspond with F. Petrie, M. Reiney re same (.3).
11/30/22	Christine A. Okike, P.C.	1.60	Analyze cash management issues (.7); telephone conference with Holland & Knight, F. Petrie, K&E teams re Silvergate bank accounts (.3); review Silvergate agreements (.4); telephone conference with Company, F. Petrie, K&E team re same (.2).
11/30/22	Isabella J. Paretti	2.30	Correspond with F. Petrie, R. Jacobson re cash management and customer related matters (.2); review, analyze pleadings re same (1.4); research re same (.4); conference with L. Wasserman re precedent re same (.3).
11/30/22	Francis Petrie	2.80	Telephone conference with Holland & Knight team re bank account status (.3); correspond and conference with M. Reiney re cash management, 345(b) compliance (1.0); telephone conference with Company re bank account status (.5); correspond and conference with M. Reiney, K&E team re unfreezing accounts (1.0).
11/30/22	Margaret Reiney	2.20	Correspond with F. Petrie, K&E team, Silvergate re Silvergate accounts (.5); review agreements re same (1.7).
12/01/22	Margaret Reiney	0.80	Correspond with F. Petrie, K&E team, Company re bank accounts (.3); review same (.5).
12/02/22	Alex McCammon	0.20	Correspond with Berkeley Research Group re cash management order.
12/05/22	Mike James Koch	2.00	Research, review materials re cash variance report (.5); correspond with R. Jacobson, K&E team re same (.3); draft correspondence re cash management obligations (1.1); correspond with R. Jacobson re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Christine A. Okike, P.C.	2.00	Analyze cash management issues including ACH chargebacks and Silvergate bank accounts and related reserve (1.3); review interim cash management order (.3); review ACH chargeback letter (.4).
12/06/22	Ziv Ben-Shahar	2.40	Draft summary of company obligations re cash management order (1.9); correspond with R. Jacobson re same (.5).
12/06/22	Rob Jacobson	2.50	Draft summary re cash management order (1.9); conference with Z. Ben-Shahar re same (.5); correspond with F. Petrie, K&E team re same (.1).
12/06/22	Mike James Koch	0.10	Review, analyze materials re Company obligations under interim cash management order.
12/06/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re cash management requirements, bank accounts.
12/07/22	Ziv Ben-Shahar	0.90	Research authorized depository documents, including long and short form UDAs.
12/07/22	Mike James Koch	0.20	Correspond with Berkeley Research Group re cash management obligations.
12/07/22	Alex McCammon	0.30	Correspond with Berkeley Research Group re intercompany payments.
12/07/22	Christine A. Okike, P.C.	0.20	Telephone conference with Company re ACH chargeback issue.
12/07/22	Francis Petrie	0.60	Correspond with R. Jacobson, K&E team re cash management obligations, UDAs.
12/09/22	Mike James Koch	0.20	Review, revise correspondence re cash management obligations (.1); correspond with R. Jacobson, F. Petrie re same (.1).
12/09/22	Christine A. Okike, P.C.	0.40	Analyze ACH chargeback issue (.2); correspond with Company re same (.2).
12/09/22	Francis Petrie	1.20	Correspond with Ankura trust re bank accounts (.5); review cash management order, UDA requirements (.7).
12/12/22	Mike James Koch	0.30	Review, revise correspondence re uniform depository bank agreement bank (.2); correspond with R. Jacobson, F. Petrie re same (.1).
12/12/22	Francis Petrie	0.60	Correspond with M. Koch, K&E team re cash management bank outreach.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074344

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Ziv Ben-Shahar	1.20	Review cash management motion (.2); correspond with R. Jacobson re same (.4); draft external correspondence to banks re same (.6).
12/13/22	Francis Petrie	0.40	Correspond with Berkeley Research Group re intercompany transactions (.2); correspond re ACH chargebacks (.2).
12/14/22	Christine A. Okike, P.C.	0.10	Review ACH issues.
12/16/22	Francis Petrie	1.10	Draft final order re cash management (.5); correspond with Company, Haynes and Boone re same (.6).
12/19/22	Christine A. Okike, P.C.	0.30	Analyze ACH returns and strategy re same.
12/19/22	Francis Petrie	0.40	Correspond with Company re cash management order requirements (.2); review background materials re same (.2).
12/21/22	Christine A. Okike, P.C.	0.30	Telephone conference with B. Parlin re Silvergate bank accounts.
12/26/22	Christine A. Okike, P.C.	0.50	Review order re cash management re compliance with U.S. Trustee guidelines.
12/28/22	Brian Nakhaimousa	0.10	Review, revise final cash management order.
12/30/22	Francis Petrie	0.30	Correspond with C. Okike re cash management final order language (.1); review and revise language re same (.2).
Total		32.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074345
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 44,731.00

Total legal services rendered

\$ 44,731.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.20	660.00	792.00
Megan Buenviaje	4.60	425.00	1,955.00
Trevor Eck	14.10	660.00	9,306.00
Ricardo Guzman	0.50	425.00	212.50
Rob Jacobson	1.80	1,035.00	1,863.00
Mike James Koch	2.00	660.00	1,320.00
Sarah R. Margolis	0.70	910.00	637.00
Alex McCammon	2.30	1,170.00	2,691.00
Christine A. Okike, P.C.	4.60	1,640.00	7,544.00
Isabella J. Paretti	1.40	660.00	924.00
Francis Petrie	3.00	1,170.00	3,510.00
Jimmy Ryan	10.40	795.00	8,268.00
Michael B. Slade	1.90	1,645.00	3,125.50
Josh Sussberg, P.C.	1.40	1,845.00	2,583.00
TOTALS	49.90		\$ 44,731.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Ziv Ben-Shahar	0.40	Correspond with J. Ryan, K&E team re customer inquiry.
11/28/22	Megan Buenviaje	2.40	Conference with vendors re custodian collection calls (1.0); update documentation re same (1.2); correspond with vendor re collection log (.2).
11/28/22	Ricardo Guzman	0.50	Conference with Company custodians re collection process and planning.
11/28/22	Jimmy Ryan	0.60	Correspond with B. Nakhaimousa, K&E team re creditor inquiries.
11/29/22	Ziv Ben-Shahar	0.20	Revise customer communications materials.
11/29/22	Trevor Eck	1.30	Revise creditor inquiry materials (1.1); correspond with B. Nakhaimousa, J. Ryan, Z. Ben-Shahar re same (.2).
11/29/22	Christine A. Okike, P.C.	1.30	Telephone conference with Company and C Street re creditor communications (.5); review communication materials (.8).
11/29/22	Jimmy Ryan	1.10	Correspond with M. Reiney, K&E team re creditor inquiries (.9); conference with T. Eck, K&E team re same (.2).
11/29/22	Josh Sussberg, P.C.	0.10	Conference with retail customer re chapter 11 cases.
11/30/22	Ziv Ben-Shahar	0.60	Correspond with J. Ryan, K&E team re creditor inquiries.
11/30/22	Trevor Eck	0.40	Update creditor inquiry materials (.2); research re same (.1); correspond with J. Ryan re same (.1).
11/30/22	Rob Jacobson	0.60	Review, analyze Company inbound inquiries.
11/30/22	Francis Petrie	0.60	Correspond with J. Ryan, K&E team re creditor inquiries.
11/30/22	Jimmy Ryan	0.30	Correspond with customers re creditor inquiries.
11/30/22	Josh Sussberg, P.C.	0.80	Correspond with F. Petrie, K&E team re miscellaneous creditor inquiries.
12/01/22	Trevor Eck	0.30	Review, update re creditor inquiries materials.
12/01/22	Alex McCammon	0.50	Correspond with customer re inquiry (.2); analyze matters re customer inquiries (.3).
12/01/22	Christine A. Okike, P.C.	0.40	Review, analyze communications materials re customer inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Jimmy Ryan	0.10	Correspond with F. Petrie, customer re creditor inquiries.
12/01/22	Josh Sussberg, P.C.	0.10	Correspond with creditors re chapter 11 cases.
12/02/22	Christine A. Okike, P.C.	0.50	Review, revise communications materials.
12/02/22	Francis Petrie	0.50	Correspond with J. Ryan, K&E team re creditor inquiries.
12/02/22	Jimmy Ryan	0.40	Correspond with F. Petrie, K&E team re customer claims inquiry (.2); telephone conference with creditors re claims process (.2).
12/03/22	Megan Buenviaje	0.40	Correspond with vendor re collection and processing specifications.
12/04/22	Trevor Eck	0.30	Review, revise re creditor inquiry materials.
12/04/22	Christine A. Okike, P.C.	1.00	Review communications materials re creditors.
12/05/22	Megan Buenviaje	1.80	Conference with Company, Haynes and Boone, and vendor re shared Relativity workspace (.5); correspond with L. Riff re same (.3); correspond with L. Riff and vendor re production specifications (1.0).
12/05/22	Trevor Eck	0.50	Review, revise creditor inquiry materials.
12/05/22	Alex McCammon	0.80	Review, analyze customer communications (.4); correspond with F. Petrie, K&E team re same (.4).
12/05/22	Alex McCammon	0.10	Review draft letter to customers re fraudulent ACH charge backs.
12/06/22	Alex McCammon	0.10	Correspond with J. Ryan, K&E team re customer communications.
12/07/22	Alex McCammon	0.50	Correspond with C Street re communications matters (.4); correspond with customer re proofs of claim process (.1).
12/07/22	Christine A. Okike, P.C.	0.60	Telephone conference with Company, C Street, A. McCammon, K&E team re communications (.3); telephone conferences with customers (.3).
12/07/22	Michael B. Slade	0.40	Telephone conference with Company and C Street re media report and edit communications materials.
12/07/22	Josh Sussberg, P.C.	0.20	Review customer letter (.1); correspond to customer re same (.1).
12/08/22	Trevor Eck	0.30	Review, revise creditor inquiry materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Christine A. Okike, P.C.	0.20	Analyze vendor issues.
12/08/22	Michael B. Slade	0.40	Telephone conference with C Street and Haynes and Boone re communication issues.
12/09/22	Trevor Eck	0.60	Telephone conference with A. McCammon, K&E team and C Street re creditor inquiries (.2); review, revise creditor inquiry materials (.4).
12/09/22	Alex McCammon	0.20	Conference with Company, C Street, R. Jacobson, J. Ryan re Company inbound inquiries.
12/09/22	Alex McCammon	0.10	Review customer correspondence.
12/09/22	Francis Petrie	0.70	Telephone conferences with C Street, Company re creditor inquiries and workstreams.
12/09/22	Jimmy Ryan	0.40	Correspond with A. McCammon, K&E team, C Street team and Company re customer and creditor inquiries (.2); conference with A. McCammon, K&E team, C Street team and Company re same (.2).
12/10/22	Jimmy Ryan	0.40	Draft responses re customer inquiries.
12/13/22	Trevor Eck	0.20	Conference with J. Ryan re creditor inquiries process and tracking.
12/13/22	Jimmy Ryan	0.60	Correspond with T. Eck re Company inquiries (.1); conference with T. Eck re same (.2); draft creditor response communication re same (.3).
12/14/22	Trevor Eck	0.60	Review, revise creditor inquiry materials re new creditor inquiries.
12/14/22	Jimmy Ryan	0.90	Draft creditor communication re creditor inquiries (.6); telephone conference with creditor re same (.3).
12/15/22	Isabella J. Paretti	0.60	Correspond with F. Petrie re creditor communications (.1); draft, review, revise materials re same (.5).
12/15/22	Michael B. Slade	0.50	Telephone conference with Company re creditor update.
12/16/22	Jimmy Ryan	0.20	Telephone conference with R. Jacobson re creditor inquiries.
12/17/22	Trevor Eck	1.20	Review, revise creditor inquiry materials.
12/18/22	Trevor Eck	1.10	Review, revise customer inquiry materials.
12/18/22	Jimmy Ryan	0.40	Draft responses to creditor inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Trevor Eck	0.80	Review, revise customer inquiry materials (.7); correspond with J. Ryan re same (.1).
12/19/22	Jimmy Ryan	0.60	Correspond with T. Eck, K&E team re creditor inquiries.
12/19/22	Jimmy Ryan	0.50	Correspond with Z. Ben-Shahar re customer outreach.
12/20/22	Trevor Eck	1.80	Review, revise creditor inquiry materials (1.7); correspond with S. Margolis, J. Ryan re same (.1).
12/20/22	Rob Jacobson	1.20	Review, comment on Company inquiry materials.
12/20/22	Francis Petrie	0.30	Correspond with Haynes & Boone, Cole Schotz teams re notice of commencement and service.
12/20/22	Jimmy Ryan	0.60	Correspond with T. Eck, K&E team re creditor inquiries.
12/20/22	Josh Sussberg, P.C.	0.20	Correspond with creditors re wallet motion and case status.
12/21/22	Trevor Eck	1.70	Telephone conference with S. Margolis, J. Ryan and K&E team re creditor outreach strategy, workstream organization and next steps (.5); review, revise creditor inquiry materials (.8); draft reply correspondence re creditor inquiries (.4).
12/21/22	Isabella J. Paretti	0.80	Conference with T. Eck re creditor inquiries (.1); conference with J. Ryan, S. Margolis and T. Eck re same (.5); revise materials re same (.2).
12/21/22	Francis Petrie	0.40	Correspond with J. Ryan, K&E team re creditor inquiries and responses.
12/21/22	Jimmy Ryan	0.80	Conference with S. Margolis, K&E team re creditor inquiries (.5); correspond with S. Margolis, K&E team re same (.3).
12/22/22	Jimmy Ryan	0.60	Draft responses re creditors inquiries.
12/22/22	Michael B. Slade	0.60	Telephone conference with Company, C Street re communications.
12/23/22	Mike James Koch	1.10	Draft, review, revise correspondence re ACH chargeback investigation (1.0); correspond with S. Margolis re same (.1).
12/23/22	Sarah R. Margolis	0.50	Review, revise customer charge-back letter (.3); correspond with M. Koch re same (.2).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074345

BlockFi Inc.

Matter Number:

54119-8

Customer and Vendor Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/22	Francis Petrie	0.30	Correspond with R. Jacobson, K&E team re creditor response letter.
12/26/22	Trevor Eck	1.00	Review, revise internal customer inquiry materials re recent inquiries.
12/27/22	Trevor Eck	0.50	Review, revise customer inquiry materials (.4); correspond with Company re same (.1).
12/27/22	Mike James Koch	0.90	Review, revise correspondence re ACH chargeback considerations (.5); revise master materials re same (.2); correspond with S. Margolis re same (.2).
12/27/22	Sarah R. Margolis	0.20	Review, revise customer chargeback letter (.1); correspond with M. Koch re same (.1).
12/27/22	Christine A. Okike, P.C.	0.30	Telephone conferences with customers re chapter 11 cases.
12/27/22	Jimmy Ryan	0.30	Correspond with T. Eck, K&E team re creditor inquiries.
12/28/22	Christine A. Okike, P.C.	0.30	Correspond with customers re chapter 11 cases.
12/29/22	Trevor Eck	1.10	Review, revise customer inquiry materials (.4); draft creditor inquiry materials re claims and UCC inquiries (.7).
12/29/22	Francis Petrie	0.20	Review correspondence re creditor inquiries.
12/29/22	Jimmy Ryan	1.20	Draft responses to creditor inquiries.
12/30/22	Trevor Eck	0.40	Review, revise creditor inquiry materials.
12/30/22	Jimmy Ryan	0.40	Draft responses to creditor inquiries.
Total		49.90	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074346
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 97,462.50

Total legal services rendered

\$ 97,462.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.40	660.00	264.00
Julia R. Foster	2.00	405.00	810.00
Susan D. Golden	0.50	1,315.00	657.50
David Hackel	69.60	660.00	45,936.00
Rob Jacobson	3.60	1,035.00	3,726.00
Mike James Koch	1.00	660.00	660.00
Brian Nakhaimousa	33.60	910.00	30,576.00
Christine A. Okike, P.C.	3.80	1,640.00	6,232.00
Isabella J. Paretti	3.30	660.00	2,178.00
Francis Petrie	4.10	1,170.00	4,797.00
Luke Spangler	0.20	295.00	59.00
Josh Sussberg, P.C.	0.80	1,845.00	1,476.00
Mason N. Zurek	0.10	910.00	91.00
TOTALS	123.00		\$ 97,462.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Julia R. Foster	1.70	Research precedent re bar date motions (.4); draft bar date motion (1.1); correspond with D. Hackel re same (.2).
12/05/22	David Hackel	0.80	Research re bar date motion (.2); draft, review, revise same (.3); correspond J. Foster, B. Nakhaimousa re same (.3).
12/05/22	Brian Nakhaimousa	0.90	Review, analyze precedent re bar date (.8); correspond with D. Hackel re same (.1).
12/05/22	Luke Spangler	0.20	Review, analyze precedent re bar date motions (.1); correspond with J. Foster re same (.1).
12/06/22	David Hackel	11.40	Review, revise bar date motion (3.7); correspond with B. Nakhaimousa re same (.3); research re same (3.8); conference with B. Nakhaimousa re same (.2); further review, revise motion re same (3.4).
12/07/22	David Hackel	5.60	Draft, revise bar date motion, bar date motion exhibits (3.2); correspond with B. Nakhaimousa re same (.8); research re issues re same (1.6).
12/07/22	Brian Nakhaimousa	0.60	Review, analyze precedent re bar date motion (.3); conference with D. Hackel re same (.2); correspond with F. Petrie re bar date (.1).
12/07/22	Francis Petrie	0.20	Correspond with B. Nakhaimousa re bar date.
12/08/22	David Hackel	7.60	Review, revise bar date motion (3.9); review, analyze precedent, considerations re same (3.2); correspond with B. Nakhaimousa re summary re same (.5).
12/08/22	Brian Nakhaimousa	2.70	Review, analyze precedent re bar dates (1.1); correspond with D. Hackel re same (.2); review, revise bar date motion (1.4).
12/09/22	Julia R. Foster	0.30	Correspond with B. Nakhaimousa re bar date motion.
12/09/22	David Hackel	6.10	Review, revise bar date motion (3.9); correspond with B. Nakhaimousa re same (.5); research timing considerations re same (1.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/22	Brian Nakhaimousa	1.70	Review, analyze issues re bar date (.3); correspond with F. Petrie, D. Hackel re same (.2); review, draft proof of claim form (.2); correspond with BRG, Kroll re same (.3); conference with HB re same (.3); conference with F. Petrie re same (.2); conference with R. Jacobson re same (.2).
12/09/22	Isabella J. Paretti	0.50	Draft notes re proof of claims (.2); conference with B. Nakhaimousa re same (.3).
12/09/22	Francis Petrie	0.50	Correspond with B. Nakhaimousa, K&E team, HB re proof of claim form.
12/09/22	Josh Sussberg, P.C.	0.80	Correspond with F. Petrie, K&E team re intercompany claims (.1); telephone conference with Company re intercompany claims (.7).
12/10/22	Brian Nakhaimousa	2.50	Review, revise bar date motion.
12/11/22	David Hackel	8.20	Revise bar date motion (3.1); correspond with B. Nakhaimousa re same (.2); research re same (.9); further review, revise bar date motion, corresponding exhibits re same (4.0).
12/11/22	Brian Nakhaimousa	3.90	Review, revise bar date motion (3.7); correspond with D. Hackel re same (.2).
12/12/22	Ziv Ben-Shahar	0.40	Research, analyze issues re bar date motion.
12/12/22	David Hackel	3.80	Revise bar date motion (1.2); review, revise bar date motion exhibits (1.6); correspond with B. Nakhaimousa re bar date motion and exhibits (.4); research re same (.6).
12/12/22	Rob Jacobson	1.00	Conference with B. Nakhaimousa re bar date motion (.5); conference with Kroll team re same (.5).
12/12/22	Brian Nakhaimousa	5.70	Conference with Kroll team re proof of claim form (.5); conference with R. Jacobson re same (.3); conference with BRG team re same (.4); review, revise bar date motion (2.4); correspond with F. Petrie re same (.1); review, revise bar date motion exhibits (2.0).
12/12/22	Francis Petrie	0.50	Correspond with B. Nakhaimousa re bar date motion, projected bar dates.
12/13/22	David Hackel	5.20	Revise bar date motion (1.0); review, revise bar date order (2.4); review revise bar date motion declaration in support (1.0); correspond with B. Nakhaimousa re same (.8)

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Rob Jacobson	2.60	Review, comment on bar date motion, order (2.3); correspond with B. Nakhaimousa re same (.3).
12/13/22	Mike James Koch	1.00	Review, revise bar date motion, exhibits.
12/13/22	Brian Nakhaimousa	3.80	Review, revise bar date motion (2.8); correspond with D. Hackel re same (.2); review revise declaration in support (.7); correspond with D. Hackel re same (.1).
12/14/22	David Hackel	0.80	Review, revise bar date motion and related documents (.7); correspond with B. Nakhaimousa re same (.1).
12/14/22	Brian Nakhaimousa	3.40	Review, revise bar date motion (2.8); correspond with R. Jacobson, D. Hackel re same (.2); review draft POC forms (.4).
12/14/22	Mason N. Zurek	0.10	Review correspondence re claims.
12/15/22	David Hackel	4.30	Research re claims precedent (2.1); draft, revise correspondence to R. Jacobson, K&E team re same (.8); review, revise bar date motion and related documents (1.1); correspond with B. Nakhaimousa re same (.3).
12/15/22	Brian Nakhaimousa	3.30	Review, revise bar date motion exhibits (1.7); correspond with Kroll, F. Petrie re same (.3); conference with Kroll, CS re proof of claim (1.0); conference with R. Jacobson re same (.3).
12/15/22	Christine A. Okike, P.C.	0.60	Telephone conference with Company, F. Petrie, K&E team re intercompany loans (.3); telephone conference with Kroll, F. Petrie, K&E teams re proof of claim form (.3).
12/15/22	Isabella J. Parette	0.30	Conference with B. Nakhaimousa and Kroll re claims.
12/15/22	Francis Petrie	0.60	Correspond with B. Nakhaimousa re bar date motion, deadlines.
12/16/22	David Hackel	2.50	Correspond with R. Jacobson, K&E team re claims precedent (1.4); correspond with J. Ryan re same (.2); review, revise bar date motion and related documents (.7); correspond with B. Nakhaimousa, R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Brian Nakhaimousa	1.20	Review, revise bar date motion (.8); correspond with R. Jacobson, F. Petrie re same (.1); review, revise bar date motion notice (.2); correspond with D. Hackel re same (.1).
12/17/22	Brian Nakhaimousa	0.70	Review, revise bar date motion (.6); correspond with F. Petrie (.1).
12/17/22	Isabella J. Paretti	2.50	Review, revise declaration re bar date (2.3); correspond with S. Margolis re same (.2).
12/17/22	Francis Petrie	2.10	Review and revise bar date motion (1.7); correspond with B. Nakhaimousa re same (.4).
12/18/22	Brian Nakhaimousa	0.70	Review, revise bar date motion (.6); correspond with F. Petrie, C. Okike re same (.1).
12/18/22	Christine A. Okike, P.C.	2.20	Review bar date motion.
12/19/22	Christine A. Okike, P.C.	0.30	Review bar date motion.
12/20/22	Brian Nakhaimousa	0.10	Review, revise bar date motion.
12/20/22	Francis Petrie	0.20	Correspond with B. Nakhaimousa re proof of claim form.
12/21/22	David Hackel	0.40	Review, revise bar date motion, exhibits.
12/22/22	David Hackel	1.90	Review, revise bar date motion, exhibits.
12/22/22	Christine A. Okike, P.C.	0.50	Review JPL comments to bar date motion.
12/26/22	David Hackel	2.30	Review, revise bar date motion (2.1); correspond with B. Nakhaimousa re same (.2).
12/26/22	Brian Nakhaimousa	0.60	Review, revise bar date motion (.5); correspond with D. Hackel re same (.1).
12/27/22	David Hackel	3.40	Review, revise bar date motion, exhibits (2.7); correspond with B. Nakhaimousa, K&E team re same (.3); research issues re same (.4).
12/27/22	Brian Nakhaimousa	1.00	Review, revise bar date motion (.9); correspond with D. Hackel re same (.1).
12/28/22	Susan D. Golden	0.50	Coordinate publication of bar date notice in Bermuda.
12/28/22	David Hackel	2.70	Review, revise bar date motion and related documents (2.4); correspond with B. Nakhaimousa, K&E team re same (.2); research re same (.1).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074346

BlockFi Inc.

Matter Number:

54119-9

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/28/22	Brian Nakhaimousa	0.80	Review, revise bar date motion (.7); correspond with Bermuda counsel, D. Hackel, R. Jacobson re same (.1).
12/29/22	Christine A. Okike, P.C.	0.20	Review bar date motion.
12/30/22	David Hackel	2.60	Research, analyze considerations re precedent claims proceedings (1.9); correspond with R. Jacobson re summary re same (.7).
Total		123.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074347
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 10,900.50

Total legal services rendered

\$ 10,900.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.50	1,315.00	657.50
Christine A. Okike, P.C.	1.10	1,640.00	1,804.00
Isabella J. Paretti	0.80	660.00	528.00
Francis Petrie	5.50	1,170.00	6,435.00
Josh Sussberg, P.C.	0.80	1,845.00	1,476.00
TOTALS	8.70		\$ 10,900.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Josh Sussberg, P.C.	0.10	Telephone conference with J. Marwell re UCC formation.
12/12/22	Isabella J. Paretti	0.60	Research re UCC appointment considerations (.5); correspond with R. Jacobson re same (.1).
12/21/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re UCC formation.
12/22/22	Susan D. Golden	0.50	Correspond with attorney seeking creditor committee member contact information (.4); correspond with F. Petrie re same (.1).
12/22/22	Francis Petrie	1.10	Correspond with C. Okike, K&E team, C Street re UCC (.5); correspond with advisors re UCC (.4); telephone conference with CS team re same (.2).
12/22/22	Josh Sussberg, P.C.	0.10	Correspond with UCC re creditor matters.
12/23/22	Francis Petrie	0.50	Conference and correspond re with C. Okike, K&E team re UCC.
12/23/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re UCC formation.
12/27/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re UCC formation.
12/29/22	Christine A. Okike, P.C.	1.10	Telephone conference with Brown Rudnick, Haynes & Boone, F. Petrie, K&E teams re case status (.6); follow up with F. Petrie, K&E team re UCC requests (.5).
12/29/22	Francis Petrie	0.90	Telephone conference with Brown Rudnick re case status (.5); correspond with C. Okike, K&E, BRG teams re follow up diligence (.4).
12/29/22	Josh Sussberg, P.C.	0.30	Conference with Brown Rudnick re UCC and next hearing.
12/30/22	Francis Petrie	2.50	Correspond with C. Okike, K&E, HB teams re Committee strategy and schedule (.2); review materials re Committee disclosure (2.0); draft correspondence re objection deadlines (.3).
12/30/22	Josh Sussberg, P.C.	0.10	Correspond with Company re UCC status.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074347

BlockFi Inc.

Matter Number:

54119-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/31/22	Isabella J. Paretti	0.20	Correspond with B. Nakhaimousa re UCC committee related materials (.1); analyze issues re same (.1).
Total		8.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074348

Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 171,843.00

Total legal services rendered

\$ 171,843.00

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074348

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joanna Aybar	1.70	365.00	620.50
Trevor Eck	20.70	660.00	13,662.00
Julia R. Foster	2.90	405.00	1,174.50
Will Guthrie	2.00	1,115.00	2,230.00
David Hackel	1.20	660.00	792.00
Rob Jacobson	8.80	1,035.00	9,108.00
Mike James Koch	29.70	660.00	19,602.00
Drew Maliniak	3.30	1,170.00	3,861.00
Sarah R. Margolis	14.50	910.00	13,195.00
Alex McCammon	0.60	1,170.00	702.00
Brian Nakhaimousa	41.20	910.00	37,492.00
Christine A. Okike, P.C.	4.60	1,640.00	7,544.00
Isabella J. Parette	12.40	660.00	8,184.00
Francis Petrie	17.60	1,170.00	20,592.00
Jimmy Ryan	17.80	795.00	14,151.00
Luke Spangler	1.90	295.00	560.50
Josh Sussberg, P.C.	1.10	1,845.00	2,029.50
Steve Toth	2.80	1,430.00	4,004.00
Lydia Yale	0.80	295.00	236.00
Mason N. Zurek	13.30	910.00	12,103.00
TOTALS	198.90		\$ 171,843.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/22	Joanna Aybar	1.70	Draft summary re UCC lien search results (1.2); correspond with J. Foster re same (.5).
12/01/22	Christine A. Okike, P.C.	1.00	Telephone conference with boards, Moelis, Haynes and Boone, J. Sussberg re sale process.
12/01/22	Josh Sussberg, P.C.	0.80	Telephone conference with directors, C. Okike and Moelis, HB re sale process.
12/06/22	Julia R. Foster	1.20	Draft bidding procedures motion.
12/07/22	Julia R. Foster	1.20	Draft bidding procedures (.8); review declaration in support of bidding procedures (.4).
12/07/22	Mike James Koch	7.40	Draft bid procedures motion, exhibits (3.9); correspond with B. Nakhaimousa, K&E team re same (1.5); review precedent re same (2.0).
12/07/22	Brian Nakhaimousa	2.70	Review, revise bidding procedures motion (2.6); correspond with M. Koch re same (.1).
12/07/22	Luke Spangler	0.70	Draft declaration in support of bidding procedures (.6); correspond with B. Nakhaimousa re same (.1).
12/08/22	Mike James Koch	2.60	Review, revise bidding procedures motion, exhibits (2.4); correspond with B. Nakhaimousa re same (.2).
12/08/22	Brian Nakhaimousa	3.40	Review, revise bidding procedures motion, bidding procedures, and bidding procedures declaration (3.2); correspond with M. Koch re same (.2).
12/08/22	Christine A. Okike, P.C.	0.40	Telephone conference with joint venture partner re sale process (.3); telephone conference with Haynes and Boone re same (.1).
12/09/22	Mike James Koch	3.60	Review, revise bidding procedures motion, exhibits (3.4); correspond with B. Nakhaimousa re same (.2).
12/11/22	Julia R. Foster	0.20	Correspond with B. Nakhaimousa re non-disclosure agreements.
12/11/22	Rob Jacobson	0.90	Review, comment on form non-disclosure agreement.
12/11/22	Alex McCammon	0.40	Correspond with F. Petrie, K&E team re non-disclosure agreement process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/11/22	Brian Nakhaimousa	1.90	Review, revise non-disclosure agreement re sale (1.1); correspond with R. Jacobson, Moelis, F. Petrie re same (.1); review, revise bidding procedures motion (.7).
12/12/22	Mike James Koch	1.20	Review, revise bidding procedures motion and supporting documents.
12/12/22	Brian Nakhaimousa	1.60	Review, revise bidding procedures motion and exhibits (1.5); correspond with M. Koch re same (.1).
12/12/22	Isabella J. Paretti	0.20	Correspond with B. Nakhaimousa re non-disclosure agreements.
12/13/22	Trevor Eck	0.80	Conference with B. Nakhaimousa, K&E team re non-disclosure agreements (.2); review, revise non-disclosure agreement materials (.5); conference with M. Koch re same (.1).
12/13/22	Julia R. Foster	0.30	Research precedent re bid process letters.
12/13/22	Mike James Koch	1.40	Review, analyze first round diligence letter (.2); correspond with B. Nakhaimousa re same (.1); review materials re diligence letter considerations (1.1).
12/13/22	Sarah R. Margolis	0.50	Conference with B. Nakhaimousa re non-disclosure agreements (.3); review, revise same (.2).
12/13/22	Alex McCammon	0.20	Correspond with B. Nakhaimousa, K&E team re M&A process letter.
12/13/22	Brian Nakhaimousa	4.80	Review, revise non-disclosure agreements re sale process (2.5); review, analyze precedent re same (1.2); conference with S. Margolis, K&E team re non-disclosure agreement process (.5); correspond with Moelis, R. Jacobson, K&E team, Company re same (.4); conferences with F. Petrie, R. Jacobson re same (.2).
12/13/22	Brian Nakhaimousa	0.40	Review, revise bidding procedures motion.
12/13/22	Isabella J. Paretti	3.70	Correspond with B. Nakhaimousa re nondisclosure agreements (.2); conference with B. Nakhaimousa re same (.5); review, analyze precedent re same (.4); review proposals re same (1.7); conference with S. Margolis and K&E team re same (.5); prepare signature page re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Francis Petrie	0.70	Correspond with B. Nakhaimousa, Moelis re process letter, non-disclosure agreement process, sale timeline and bid procedures.
12/13/22	Jimmy Ryan	0.80	Conference with S. Margolis, K&E team re non-disclosure agreements (.5); correspond with S. Margolis, K&E team re same (.3).
12/13/22	Luke Spangler	0.40	Review precedent re nondisclosure agreements.
12/13/22	Lydia Yale	0.80	Review precedent nondisclosure agreements.
12/14/22	Trevor Eck	1.80	Review, revise re non-disclosure agreement process materials (1.5); correspond with B. Nakhaimousa, K&E team re same (.3).
12/14/22	Mike James Koch	0.30	Review executed nondisclosure agreements (.2); correspond with B. Nakhaimousa re same (.1).
12/14/22	Sarah R. Margolis	2.50	Conference with J. Ryan re non-disclosure agreements (.4); telephone conference with B. Nakhaimousa re same (.2); review, analyze non-disclosure agreements (.5); research, analyze precedent re same (.7); review, revise same (.5); correspond with B. Nakhaimousa, R. Jacobson (.2).
12/14/22	Brian Nakhaimousa	2.90	Review, revise non-disclosure agreements (2.6); correspond with R. Jacobson, S. Margolis, Moelis re same (.3).
12/14/22	Isabella J. Paretti	1.70	Review, analyze agreement re proposed nondisclosure (.7); conference with S. Margolis and B. Nakhaimousa re same (.5); revise same (.3); research precedent re same (.2).
12/14/22	Jimmy Ryan	1.00	Review, revise comment on bidding procedures non-disclosure agreements (.2); office conference with S. Margolis re same (.4); review, revise comment on non-disclosure agreement re same (.4).
12/15/22	Trevor Eck	0.30	Review, revise re non-disclosure agreement workstream materials.
12/15/22	Rob Jacobson	1.10	Review, analyze non-disclosure agreements (.7); correspond with B. Nakhaimousa, S. Margolis re same (.4).
12/15/22	Sarah R. Margolis	0.10	Review correspondence re non-disclosure agreements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Brian Nakhaimousa	3.00	Revise various non-disclosure agreements (2.6); correspond with Moelis, R. Jacobson, K&E team re same (.4).
12/15/22	Jimmy Ryan	1.50	Review, revise and comment on bidding process non-disclosure agreement (.9); correspond with S. Margolis, K&E team and Moelis team re same (.6).
12/16/22	Trevor Eck	0.80	Review, revise non-disclosure agreement (.7); correspond with B. Nakhaimousa re same (.1).
12/16/22	Sarah R. Margolis	0.70	Telephone conference with J. Ryan re non-disclosure agreement (.3); review, revise non-disclosure agreements (.4).
12/16/22	Brian Nakhaimousa	2.40	Review, revise various non-disclosure agreements (.9); review, analyze precedent re same (1.1); correspond with Moelis re same (.2); correspond with J. Ryan, K&E team re same (.2).
12/16/22	Brian Nakhaimousa	0.40	Conference with F. Petrie re bidding procedures motion, next steps (.2); conference with M. Koch re same (.2).
12/16/22	Christine A. Okike, P.C.	0.60	Telephone conference with Moelis and F. Petrie, K&E team re bid procedures.
12/16/22	Isabella J. Paretti	1.00	Review, analyze proposed nondisclosure agreement (.8); correspond with B. Nakhaimousa re same (.2).
12/16/22	Francis Petrie	1.40	Telephone conference with Moelis team re sale process, bidding procedures (1.0); correspond with B. Nakhaimousa, K&E team re bidding procedures draft, sale timeline (.4).
12/16/22	Jimmy Ryan	2.90	Telephone conference with S. Margolis, K&E team re sale non-disclosure agreements (.7); review, revise comment on non-disclosure agreements re same (.9); correspond with S. Margolis, K&E team and non-disclosure agreement counterparty team re same (1.1); telephone conference with Winston Strawn team re same (.2).
12/16/22	Josh Sussberg, P.C.	0.30	Telephone conference with prospective purchaser.
12/18/22	Trevor Eck	0.40	Review, revise non-disclosure agreement progress materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/22	Brian Nakhaimousa	0.70	Review, comment on non-disclosure agreements.
12/18/22	Isabella J. Paretti	2.10	Review, comment on non-disclosure agreements (1.7); correspond with B. Nakhaimousa and K&E team re same (.4).
12/18/22	Jimmy Ryan	0.60	Review, revise comment on sale non-disclosure agreements (.4); correspond with B. Nakhaimousa, K&E team and Moelis team re same (.2).
12/19/22	Trevor Eck	0.40	Review, revise non-disclosure agreement organizational materials.
12/19/22	Rob Jacobson	1.90	Review, comment on multiple non-disclosure agreements (1.1); correspond with corporate team re sale process (.6); correspond with B. Nakhaimousa, K&E team re non-disclosure agreements (.2).
12/19/22	Mike James Koch	4.60	Review, revise first round process letter (1.2); review, revise bidding procedures motion (3.4).
12/19/22	Sarah R. Margolis	2.20	Review, revise non-disclosure agreements (1.0); telephone conference with J. Ryan re non-disclosure agreements (.2); correspond with B. Nakhaimousa re same (.3); telephone conference with auction party re same (.3); correspond with Moelis re same (.2); correspond with R. Jacobson re same (.2).
12/19/22	Brian Nakhaimousa	2.60	Review, revise process letter (.4); correspond with M. Koch, Moelis, F. Petrie re same (.2); review, revise non-disclosure agreements re sale process (1.2); conference with counterparty re non-disclosure agreement (.5); correspond with Moelis, S. Margolis, K&E team re non-disclosure agreements (.3).
12/19/22	Isabella J. Paretti	1.30	Review, revise sale non-disclosure agreement (.8); correspond with J. Ryan re same (.2); conference with J. Ryan re same (.2); correspond with S. Margolis re same (.1).
12/19/22	Francis Petrie	1.10	Review sale process letter (.5); correspond with B. Nakhaimousa re same (.2); review bidding procedures materials and timeline (.4).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074348

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Jimmy Ryan	4.20	Correspond with B. Nakhaimousa, K&E team, Moelis team re sale non-disclosure agreements (1.1); review, comment on non-disclosure agreements re same (2.5); conference with S. Margolis, K&E team re same (.6).
12/20/22	Trevor Eck	1.80	Conference with R. Jacobson, M. Zurek re asset sale analysis (.2); review, analyze agreements re same (1.4); review, revise non-disclosure agreement progress materials (.2).
12/20/22	Rob Jacobson	0.90	Review, analyze sale issues and considerations (.6); correspond with Moelis, T. Eck, K&E teams re same (.3).
12/20/22	Mike James Koch	2.00	Review, revise bidding procedures motion.
12/20/22	Sarah R. Margolis	2.40	Review, analyze comments re various non-disclosure agreements (1.8); telephone conference with Moelis, B. Nakhaimousa re sale process (.2); correspond with potential bidding parties re same (.2); correspond with I. Paretti re same (.2).
12/20/22	Brian Nakhaimousa	0.20	Review, revise non-disclosure agreement work in process materials.
12/20/22	Brian Nakhaimousa	4.40	Revise bidding procedures motion (2.1); revise bidding procedures (1.3); revise bidding procedures declaration (.4); correspond with M. Koch, F. Petrie re bidding procedures (.2); conference with Moelis, M. Koch, S. Margolis re sale process (.4).
12/20/22	Francis Petrie	2.40	Correspond with B. Nakhaimousa, Moelis re bidding procedures and sale process (.6); review motions re same (.6); conference with Moelis team re same (.5); review joint venture structure (.3); correspond with R. Jacobson, K&E team re joint venture agreement terms, strategy (.4).
12/20/22	Jimmy Ryan	1.20	Correspond with S. Margolis, K&E team and Moelis team re bidding procedures non-disclosure agreements (.6); revise, comment on non-disclosure agreements re same (.4); conference with S. Margolis re same (.2).
12/20/22	Luke Spangler	0.80	Draft reply to bidding procedures objection.
12/20/22	Steve Toth	0.60	Analyze precedent re asset purchase agreement.

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Mason N. Zurek	1.20	Correspond with R. Jacobson, T. Eck re joint venture research re sale (.3); telephone conference with same re same (.3); review and analyze documents re same (.6).
12/21/22	Trevor Eck	2.60	Telephone conference with M. Zurek re joint venture agreement analysis (.3); review, analyze same re potential sale issues (1.4); correspond with M. Zurek re same (.3); review, revise non-disclosure agreement materials re sale process (.6).
12/21/22	Rob Jacobson	1.50	Review, analyze joint venture documents re sale process (.7); correspond with Moelis, M. Zurek, K&E team re same (.8).
12/21/22	Mike James Koch	4.60	Conference with B. Nakhaimousa, K&E team, Moelis re asset sale considerations (.7); revise pleadings re bidding procedures (3.9).
12/21/22	Sarah R. Margolis	1.80	Correspond with potential sale parties re non-disclosure agreement (.1); telephone conference with same re same (.4); telephone conference with D. Maliniak re same (.3); review, analyze issue re same (.2); correspond with same re same (.3); correspond with F. Sun re same (.2); correspond with B. Nakhaimousa, K&E restructuring team re same (.3).
12/21/22	Brian Nakhaimousa	1.00	Revise non-disclosure agreements (.8); correspond with Moelis re same (.2).
12/21/22	Brian Nakhaimousa	2.60	Revise bidding procedures motion (.7); review, analyze precedent bidding procedures (.3); review, revise same (.6); revise bidding procedures declaration (.4); correspond with M. Koch re bidding procedures (.1); attend conference with Moelis, F. Petrie, K&E team re sale process (.5).
12/21/22	Christine A. Okike, P.C.	0.50	Telephone conference with Moelis and F. Petrie, K&E teams re mining sale.
12/21/22	Francis Petrie	1.70	Participate in telephone conference with Moelis team re sale process and asset purchase agreement (.5); prepare for same (.1); review background materials re asset purchase agreement, mining sale process (.6); correspond with B. Nakhaimousa re bidding procedures and process (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Jimmy Ryan	1.50	Correspond with S. Margolis, K&E team re bidding procedures non-disclosure agreements (.4); review, revise comment on non-disclosure agreements re same (1.1).
12/21/22	Steve Toth	1.00	Analyze asset purchase agreement precedent re mining platform (.2); conference with Moelis and C. Okike re same (.6); conference with W. Guthrie re same (.2).
12/21/22	Mason N. Zurek	3.20	Telephone conference with T. Eck re joint venture (.2); review and analyze documents re same (.8); draft and revise default analysis re same (2.2).
12/22/22	David Hackel	1.20	Revise bidding procedures (1.1); correspond with B. Nakhaimousa, K&E team re same (.1).
12/22/22	Mike James Koch	0.20	Review, revise pleadings re bidding procedures.
12/22/22	Sarah R. Margolis	1.00	Correspond with non-disclosure agreement parties re non-disclosure agreement (.4); correspond with J. Ryan, B. Nakhaimousa re same (.2); review, analyze issues re same (.4).
12/22/22	Brian Nakhaimousa	1.30	Revise non-disclosure agreements (1.1); correspond with S. Margolis, J. Ryan, K&E team, Moelis re same (.2).
12/22/22	Brian Nakhaimousa	0.20	Correspond with M. Koch re bidding procedures.
12/22/22	Christine A. Okike, P.C.	0.40	Review sale process letter.
12/22/22	Isabella J. Paretti	2.40	Research precedent re bidding procedures (2.2); correspond with M. Koch and B. Nakhaimousa re same (.2).
12/22/22	Jimmy Ryan	1.40	Correspond with S. Margolis, K&E team re sale non-disclosure agreements (.8); review, revise same (.6).
12/22/22	Steve Toth	0.40	Correspond with CV, C. Okike and K&E team re process letter.
12/22/22	Mason N. Zurek	0.80	Draft and revise JV analysis re sale process (.6); correspond with R. Jacobson, T. Eck re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/22	Trevor Eck	4.60	Review, revise sale process non-disclosure agreement materials (.6); research re non-disclosure agreement issue (1.0); correspond with S. Margolis, K&E team re same (.3); research re joint venture agreement issues (2.5); correspond with R. Jacobson, M. Zurek re same (.2).
12/23/22	Rob Jacobson	0.50	Review, comment on sale analysis.
12/23/22	Drew Maliniak	3.30	Review non-disclosure agreement re confidentiality considerations (.6); draft summary re same (1.9); review data room materials re same (.8).
12/23/22	Sarah R. Margolis	1.90	Telephone conference with D. Maliniak re non-disclosure agreement (.2); correspond with D. Maliniak, T. Eck, R. Jacobson re same (.4); review, analyze issue re same (.3); correspond with B. Nakhaimousa re same (.2); review, analyze non-disclosure agreement comments (.3); telephone conference with non-disclosure agreement party re same (.2); correspond with non-disclosure agreement parties re same (.3).
12/23/22	Brian Nakhaimousa	0.40	Conference with Moelis re non-disclosure agreements (.2); conference with S. Margolis re same (.1); correspond with S. Margolis, K&E team re non-disclosure agreements (.1).
12/23/22	Christine A. Okike, P.C.	0.60	Review mining sale process letter (.3); correspond with Moelis, F. Petrie, K&E team re same (.3).
12/23/22	Francis Petrie	1.20	Review materials re sale process timeline and update (.8); correspond with Moelis, C. Okike, K&E team re same (.4).
12/23/22	Jimmy Ryan	0.90	Correspond with S. Margolis, K&E team, Moelis team re bidding procedures non-disclosure agreements research re same.
12/23/22	Steve Toth	0.30	Correspond with C. Okike, K&E team re mining platform process letter.
12/23/22	Mason N. Zurek	1.80	Correspond with R. Jacobson, T. Eck re joint venture analysis (.5); draft and revise same (.8); revise documents re same (.4); telephone conference with R. Jacobson re same (.1).
12/24/22	Brian Nakhaimousa	0.10	Correspond with M. Koch re sale timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/26/22	Rob Jacobson	0.30	Conference with HB team, Moelis team, C. Okike, K&E team re sale process.
12/26/22	Mike James Koch	0.10	Correspond with B. Nakhaimousa re bidding procedures considerations.
12/26/22	Sarah R. Margolis	0.20	Review, revise various non-disclosure agreements.
12/26/22	Brian Nakhaimousa	0.40	Correspond with S. Margolis, Moelis re non-disclosure agreements.
12/26/22	Brian Nakhaimousa	0.10	Correspond with M. Koch re bidding procedures.
12/26/22	Christine A. Okike, P.C.	0.30	Telephone conference with Moelis, Haynes and Boone and R. Jacobson, K&E team re sale process.
12/26/22	Francis Petrie	0.50	Telephone conference with Company re institutional loan sale process.
12/26/22	Mason N. Zurek	0.10	Correspond with T. Eck, R. Jacobson re joint venture analysis re sale.
12/27/22	Trevor Eck	4.00	Draft memorandum re analysis of joint venture agreements for sale considerations (3.7); research re same (.2); correspond with M. Zurek re same (.1).
12/27/22	Rob Jacobson	0.90	Telephone conference with Moelis, Walkers re sale process (.7); review, analyze materials re same (.2).
12/27/22	Sarah R. Margolis	0.20	Revise non-disclosure agreement (.1); correspond with F. Sun, Moelis team, prospective party re same (.1).
12/27/22	Christine A. Okike, P.C.	0.80	Telephone conference with Walkers, Moelis, F. Petrie, K&E teams re sale process.
12/27/22	Francis Petrie	1.00	Prepare for conference with Walkers, Moelis, C. Okike, K&E team re sale process (.2); conference with same re same (.8).
12/27/22	Mason N. Zurek	0.80	Revise memorandum re joint venture sale process (.7); correspond with T. Eck re same (.1).
12/28/22	Trevor Eck	1.60	Research issues re joint venture analysis (.2); revise memorandum re same (.9); revise non-disclosure agreement materials re sale process (.5).
12/28/22	Francis Petrie	0.90	Correspond with Moelis team re sale timeline (.3); review materials re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/28/22	Steve Toth	0.50	Conference with W. Guthrie re asset purchase agreement considerations.
12/28/22	Mason N. Zurek	5.00	Research re collateral, sale and equity treatments (2.7); draft and revise memorandum re joint venture (2.2); correspond with R. Jacobson, T. Eck re same (.1).
12/29/22	Trevor Eck	1.60	Revise non-disclosure agreement materials re sale process (.1); revise memorandum re joint venture sale analysis (1.5).
12/29/22	Will Guthrie	2.00	Draft asset purchase agreement (1.9); correspond with S. Toth re same (.1).
12/29/22	Mike James Koch	0.60	Revise process letter re sale of assets (.5); correspond with B. Nakhaimousa re same (.1).
12/29/22	Sarah R. Margolis	1.00	Revise non-disclosure agreement (.7); review, analyze precedent re same (.2); correspond with Moelis team re same (.1).
12/29/22	Brian Nakhaimousa	0.70	Revise sale process latter (.3); correspond with M. Koch re same (.1); correspond with J. Ryan, K&E team re non-disclosure agreements (.3).
12/29/22	Francis Petrie	0.90	Review and revise sale process letter (.3); correspond with Moelis team re same (.2); telephone conference with Moelis team re sale structure (.2); correspond with Moelis team re same (.2).
12/29/22	Jimmy Ryan	1.60	Correspond with S. Margolis, K&E team, Moelis team re bidding procedures non-disclosure agreements (.5); review, revise, comment on non-disclosure agreement re same (1.1).
12/29/22	Mason N. Zurek	0.30	Draft and revise memorandum re joint venture (.2); correspond with T. Eck re same (.1).
12/30/22	Rob Jacobson	0.80	Review, analyze sale process timeline.
12/30/22	Francis Petrie	1.50	Correspond with Moelis team re sale process (.3); review and revise bidding procedures (.2); review process timeline re sale (1.0).
12/30/22	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team and Moelis team re bidding procedures non-disclosure agreements.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074348

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/22	Mason N. Zurek	0.10	Correspond with R. Jacobson, T. Eck re joint venture analysis memorandum.
12/31/22	Mike James Koch	1.10	Revise materials re bidding procedures (1.0); correspond with B. Nakhaimousa re same (.1).
12/31/22	Brian Nakhaimousa	0.40	Revise non-disclosure agreement (.3); correspond with J. Ryan re same (.1).
12/31/22	Brian Nakhaimousa	2.60	Revise bidding procedures motion, bidding procedures (2.4); correspond with M. Koch, F. Petrie re same (.2).
12/31/22	Francis Petrie	4.30	Review and revise bidding procedures, materials (3.4); correspond with B. Nakhaimousa, K&E team re same (.1); correspond with Moelis team re sale process (.2); review materials re same (.6).
Total		198.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074349
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 28,957.50

Total legal services rendered

\$ 28,957.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	11.50	660.00	7,590.00
Will Guthrie	8.60	1,115.00	9,589.00
Sarah R. Margolis	0.80	910.00	728.00
Alex McCammon	0.30	1,170.00	351.00
Brian Nakhaimousa	0.80	910.00	728.00
Christine A. Okike, P.C.	1.90	1,640.00	3,116.00
Isabella J. Paretti	0.60	660.00	396.00
Francis Petrie	3.00	1,170.00	3,510.00
Josh Sussberg, P.C.	1.50	1,845.00	2,767.50
Mason N. Zurek	0.20	910.00	182.00
TOTALS	29.20		\$ 28,957.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/22	Alex McCammon	0.30	Telephone conference with M. Ding re governance considerations (.1); correspond with M. Ding, S. Toth re corporate work streams (.2).
12/07/22	Christine A. Okike, P.C.	0.30	Telephone conference with Company re institutional loans.
12/12/22	Isabella J. Parette	0.60	Review, analyze agreements re corporate governance (.5); correspond with A. McCammon re same (.1).
12/14/22	Ziv Ben-Shahar	0.20	Draft initial corporate organizational chart.
12/14/22	Sarah R. Margolis	0.80	Draft board update (.4); telephone conference with B. Nakhaimousa, BRG re same (.2); correspond with F. Petrie re same (.2).
12/14/22	Francis Petrie	0.60	Revise board materials (.3); correspond with J. Sussberg, K&E team re same (.3).
12/14/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re board update.
12/15/22	Christine A. Okike, P.C.	0.30	Review board update deck.
12/16/22	Ziv Ben-Shahar	3.10	Draft corporate organizational structure chart (2.9); correspond with R. Jacobson re same (.2).
12/16/22	Mason N. Zurek	0.20	Review, analyze considerations re board update.
12/19/22	Ziv Ben-Shahar	2.20	Draft, create corporate organizational chart (.8); research and review materials re same (1.4).
12/20/22	Ziv Ben-Shahar	2.20	Draft, revise organizational structure chart (1.9); conference with R. Jacobson re same (.3).
12/21/22	Ziv Ben-Shahar	3.10	Draft, revise board resolutions re potential officer appointment.
12/21/22	Will Guthrie	1.00	Analyze and revise asset purchase agreement (.3); telephone conference with S. Toth and K&E team and Moelis re asset purchase agreement process (.5); telephone conference with S. Toth re asset purchase agreement process (.2).
12/21/22	Francis Petrie	0.60	Correspond with B. Nakhaimousa, K&E team re board materials.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Ziv Ben-Shahar	0.70	Review, revise board resolutions re potential officer appointment.
12/22/22	Brian Nakhaimousa	0.80	Correspond with F. Petrie re board presentation materials (.1); prepare same (.7).
12/22/22	Christine A. Okike, P.C.	0.30	Review CRO appointment resolution.
12/22/22	Christine A. Okike, P.C.	0.40	Review, analyze institutional loan issues.
12/22/22	Francis Petrie	1.10	Review and revise materials re board update (.5); review and revise retention resolution (.3); correspond with B. Nakhaimousa, K&E team re same (.3).
12/22/22	Francis Petrie	0.20	Correspond with SEC re order language re all first day motions (.1); correspond with R. Jacobson, K&E team re same (.1).
12/22/22	Josh Sussberg, P.C.	0.60	Telephone conference with Z. Prince and F. Marquez re disclosures and CRO role (.4); telephone conference with M. Renzi re same (.1); correspond with M. Slade re same (.1).
12/23/22	Christine A. Okike, P.C.	0.30	Telephone conference with M. Henry re institutional loans.
12/23/22	Francis Petrie	0.50	Correspond with C. Okike, K&E team, Company re form of resolution.
12/26/22	Christine A. Okike, P.C.	0.30	Review indemnity agreement.
12/27/22	Will Guthrie	3.30	Review, analyze precedent re asset purchase agreements (2.2); draft agreement re same (1.1).
12/28/22	Will Guthrie	4.30	Draft asset purchase agreement (3.8); conference with S. Toth re same (.5).
12/30/22	Josh Sussberg, P.C.	0.80	Attend update telephone conference with board (.5); review materials re same (.3).
Total		29.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074350

Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 319,659.00

Total legal services rendered

\$ 319,659.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	3.10	660.00	2,046.00
Erin Bishop	1.00	1,035.00	1,035.00
Cade C. Boland	25.10	900.00	22,590.00
Megan Bowsher	0.40	365.00	146.00
Megan Buenviaje	0.80	425.00	340.00
Kate Vera Coverdale, P.C.	3.60	1,425.00	5,130.00
Trevor Eck	13.30	660.00	8,778.00
Julia R. Foster	0.70	405.00	283.50
David Hackel	15.60	660.00	10,296.00
Shayne Henry	9.70	1,155.00	11,203.50
Richard U. S. Howell, P.C.	17.20	1,435.00	24,682.00
Aleschia D. Hyde	1.80	900.00	1,620.00
Rob Jacobson	3.30	1,035.00	3,415.50
Mike James Koch	3.50	660.00	2,310.00
Sarah R. Margolis	2.00	910.00	1,820.00
Alex McCammon	4.50	1,170.00	5,265.00
Casey McGushin	36.60	1,195.00	43,737.00
Brian Nakhaimousa	11.70	910.00	10,647.00
Christine A. Okike, P.C.	15.20	1,640.00	24,928.00
Isabella J. Parette	32.40	660.00	21,384.00
Francis Petrie	19.30	1,170.00	22,581.00
Evangelia Podaras	4.80	1,235.00	5,928.00
Margaret Reiney	2.30	1,035.00	2,380.50
Laura K. Riff	7.80	1,245.00	9,711.00
Alexandra Schrader	9.80	900.00	8,820.00
Michael B. Slade	21.50	1,645.00	35,367.50
Josh Sussberg, P.C.	0.30	1,845.00	553.50
Katie J. Welch	28.90	1,035.00	29,911.50
Lydia Yale	1.30	295.00	383.50
Mason N. Zurek	2.60	910.00	2,366.00
TOTALS	300.10		\$ 319,659.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Ziv Ben-Shahar	1.80	Review, analyze wages order.
11/28/22	Trevor Eck	2.40	Research re wages motion.
11/28/22	Richard U. S. Howell, P.C.	1.60	Draft correspondence to F. Petrie re KERP motion and additional restructuring issues (.7); review same (.4); conference with F. Petrie, K&E team re employee retention (.5).
11/28/22	Mike James Koch	1.80	Research, analyze precedent re wages motion.
11/28/22	Christine A. Okike, P.C.	1.20	Prepare for retained employee town hall conference (.6); attend retained employee town hall conference (.6).
11/28/22	Isabella J. Paretti	7.10	Review diligence re wages, benefits with financial advisors (2.1); conference with financial advisors re same (3.0); conference with B. Nakhaimousa re same (2.0).
11/28/22	Evangelia Podaras	3.00	Draft correspondence to Company re final employee notices (1.5); prepare attachments re same (1.0); review, revise same (.5).
11/29/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with F. Petrie, K&E team re compensation matters.
11/29/22	Christine A. Okike, P.C.	0.50	Analyze employee issues.
11/29/22	Isabella J. Paretti	0.30	Review, draft notes re first day hearing and wages (.2); correspond with M. Koch re same (.1).
11/29/22	Francis Petrie	3.00	Review and revise final orders re wages.
11/30/22	Richard U. S. Howell, P.C.	0.60	Conference with C. Okike, K&E team re employee retention strategy (.3); review, analyze considerations re same (.3).
11/30/22	Richard U. S. Howell, P.C.	0.40	Prepare and review correspondence from Company re employee retention plans and related second day hearing issues.
11/30/22	Mike James Koch	0.70	Correspond with J. Ryan re former employee (.2); review precedent re same (.4); correspond with M. Reiney re same (.1).
11/30/22	Brian Nakhaimousa	0.60	Correspond with Company re wages considerations (.5); correspond with M. Koch re same (.1).
11/30/22	Christine A. Okike, P.C.	0.70	Analyze employee issues (.4); correspond with E. Podaras, K&E team re same (.1); correspond with Company re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/22	Evangelia Podaras	0.10	Correspond with C. Okike re employee issues.
12/01/22	Kate Vera Coverdale, P.C.	0.60	Telephone conference with Company, BRG team, C street team, F. Petrie, K&E team re people strategy sync re weekly updates.
12/01/22	Richard U. S. Howell, P.C.	0.40	Review, revise employee retention program materials.
12/01/22	Brian Nakhaimousa	0.90	Correspond with F. Petrie, C. Okike, M. Reiney, Company re employee retention related issues (.6); conference with F. Petrie re same (.3).
12/01/22	Christine A. Okike, P.C.	2.40	Analyze employee retention issues (1.8); telephone conference with Company, F. Petrie, K&E team re same (.6).
12/01/22	Francis Petrie	0.50	Telephone conference with Company re post-petition employee data request coordination.
12/01/22	Evangelia Podaras	0.50	Conference with C. Okike, M. Slade and R. Howell re employee matter.
12/01/22	Margaret Reiney	1.30	Correspond with F. Petrie, K&E team re wage, employee retention issues (.6); research re same (.7).
12/01/22	Michael B. Slade	0.20	Telephone conference with M. Reiney, K&E team re employee retention issues and response to same.
12/02/22	Ziv Ben-Shahar	1.30	Review, analyze social media posts re C Street re employee issues.
12/02/22	Kate Vera Coverdale, P.C.	0.10	Correspond with R. Howell, K&E team re employee compensation program funding matters.
12/02/22	Richard U. S. Howell, P.C.	0.40	Conference with F. Petrie, K&E team re employee retention issues.
12/02/22	Mike James Koch	1.00	Review, revise notice of hearing re retention program motion (.8); correspond with B. Nakhaimousa re same (.2).
12/02/22	Brian Nakhaimousa	2.40	Conference with Company re employee matters (.5); conference with M. Reiney re same (.2); correspond with C. Okike, F. Petrie, M. Reiney re same (.2); draft, review, revise talking points re same (1.1); correspond with I. Paretti, M. Reiney, F. Petrie re same (.2); correspond with M. Koch re notice re retention program motion (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/22	Christine A. Okike, P.C.	1.60	Analyze various employee retention and compensation issues (.5); review and revise employee talking points (.8); correspond with Company re employee issues (.3).
12/02/22	Isabella J. Paretti	1.50	Conference with B. Nakhaimousa re Company employee and wages updates (.4); draft, revise notes re same (.1); correspond with B. Nakhaimousa re same (.3); draft, revise talking points re same (.7).
12/02/22	Francis Petrie	0.70	Correspond with C. Okike, K&E team re employee wage payments.
12/02/22	Margaret Reiney	1.00	Correspond with F. Petrie, K&E team, Company re wage payments (.4); research re same (.6).
12/03/22	Kate Vera Coverdale, P.C.	0.50	Review and revise retention plan overview.
12/03/22	Richard U. S. Howell, P.C.	0.30	Review correspondence from M. Slade re employee issues and second day hearing issues.
12/03/22	Christine A. Okike, P.C.	0.30	Review employee retention matters.
12/04/22	Brian Nakhaimousa	0.20	Correspond with C. Okike, F. Petrie, Company re employee payroll processing.
12/04/22	Christine A. Okike, P.C.	0.30	Review talking points re employee issues.
12/05/22	Richard U. S. Howell, P.C.	0.30	Telephone conference with F. Petrie, K&E team re employee issues.
12/05/22	Alex McCammon	0.80	Research re precedent UCC diligence requests re KERP motions (.6); correspond with K. Welch, K&E team re same (.2).
12/05/22	Brian Nakhaimousa	0.50	Conference with I. Paretti re wages considerations (.3); correspond with F. Petrie, I. Paretti re employee matters (.2).
12/05/22	Christine A. Okike, P.C.	1.10	Telephone conference with Company re employee matters (.6); telephone conference with Company and Papaya re same (.5).
12/05/22	Isabella J. Paretti	2.20	Correspond with B. Nakhaimousa re wages orders (.3); review, revise drafts re same (1.9).
12/05/22	Francis Petrie	0.40	Correspond with A. McCammon, K&E team re employee retention issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Michael B. Slade	1.40	Telephone conference with Company re employee retention issues (.5); telephone conference with Papaya team re employee issues (.5); telephone conference with Deloitte re document retention and sweep (.4).
12/06/22	Alex McCammon	0.70	Correspond with K. Welch, K&E team re UCC precedent KERP requests (.6); correspond with M. Slade, K&E team re U.S. Trustee requests re same (.1).
12/06/22	Brian Nakhaimousa	2.20	Review, revise wages, employee considerations (.5); correspond with I. Paretti re same (.2); research, review, analyze re contractor issue (1.1); correspond with F. Petrie, BRG, I. Paretti re same (.2); conference with I. Paretti re retention program pleadings (.2).
12/06/22	Christine A. Okike, P.C.	2.00	Telephone conference with Company re employee matters (.8); telephone conference with Company, Papaya and C Street re employee communications (.5); analyze employee matters (.7).
12/06/22	Isabella J. Paretti	2.10	Correspond with L. Yale re declaration draft (.3); correspond with B. Nakhaimousa re same (.2); review, revise same (1.6).
12/06/22	Francis Petrie	0.90	Telephone conference with Company re people strategy (.5); coordinate payments with B. Nakhaimousa, K&E team (.4).
12/06/22	Michael B. Slade	0.90	Telephone conference with Company re employee retention.
12/06/22	Katie J. Welch	0.70	Analyze document request considerations re retention programs.
12/06/22	Katie J. Welch	0.30	Conference with R. Howell and M. Slade re retention programs declarations.
12/06/22	Katie J. Welch	0.20	Review and analyze U.S. Trustee's requests re retention programs.
12/06/22	Lydia Yale	0.90	Draft an omnibus reply to objections re employee retention program.
12/07/22	Richard U. S. Howell, P.C.	0.70	Review correspondence from Company re employee issues.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074350

BlockFi Inc.

Matter Number:

54119-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/22	Richard U. S. Howell, P.C.	1.80	Conference with F. Petrie, K&E team Company re telephone conferences re employee issues and diligence requests (1.2); review pleadings and declarations re same (.6).
12/07/22	Brian Nakhaimousa	0.60	Correspond with F. Petrie, Company re employee related matters (.4); conference with IRS re employee related matters (.2).
12/07/22	Christine A. Okike, P.C.	1.50	Telephone conference with Company and Papaya re employee matters (.5); analyze employee issues (1.0).
12/07/22	Katie J. Welch	0.70	Review, revise document request considerations list re retention programs.
12/08/22	Megan Buenviaje	0.80	Review and analyze final production set (.4); update production documentation and tracking logs (.4).
12/08/22	Julia R. Foster	0.70	Draft Company declaration in support of employee retention programs motion.
12/08/22	Shayne Henry	1.50	Correspond with M. Slade re employee retention issues (.2); conference with M. Slade re same (.2); review materials re same (1.1).
12/08/22	Richard U. S. Howell, P.C.	0.20	Telephone conference with M. Slade re employee issues.
12/08/22	Alex McCammon	1.50	Telephone conference with Company, R. Howell, K. Welch re KERP/TRP declaration.
12/08/22	Casey McGushin	1.60	Review, analyze draft investment agreements re employee issues.
12/08/22	Christine A. Okike, P.C.	1.10	Telephone conference with Company, Deloitte and F. Petrie, K&E team re employee transactions (.4); analyze employee matters (.4); telephone conference with Company re same (.3).
12/08/22	Francis Petrie	1.00	Telephone conference with Company re employee compensation (.5); telephone conference with Company re people strategy (.5).
12/08/22	Michael B. Slade	0.90	Review supporting documents re employee retention issues.
12/08/22	Michael B. Slade	1.30	Telephone conference with F. Petrie, K&E team re employee programs (.8); telephone conference with Company team re employee issue (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Katie J. Welch	1.50	Conference with Company re employee retention programs motion.
12/09/22	Alex McCammon	0.50	Conference with C Street, C. Okike, F. Petrie re employee communications.
12/09/22	Isabella J. Paretti	1.00	Correspond with K. Welch and A. McCammon re employee retention programs (.2); review, compile materials re same (.8).
12/09/22	Michael B. Slade	1.60	Telephone conference with B. Allen and others re document production (.4); telephone conference with Company re update (.4); draft and revise sections of disclosures (.8).
12/09/22	Katie J. Welch	0.80	Review, revise document request considerations list re employee retention programs.
12/10/22	Michael B. Slade	1.10	Review materials re disclosures (.5); draft insert re same (.6).
12/11/22	Francis Petrie	1.20	Review materials re all hands employee conference.
12/11/22	Michael B. Slade	1.40	Review materials for employee compensation disclosures (.7); draft insert re same (.7).
12/12/22	Richard U. S. Howell, P.C.	1.90	Review correspondence and related materials re KERP (1.3); review diligence requests and assist with preparation of responses to same (.6).
12/12/22	Alex McCammon	0.40	Correspond with R. Howell, K. Welch re KERP/TRP matters (.1); correspond with K. Welch re KERP/TRP diligence from WTW (.1); review correspondence re employee matters (.2).
12/12/22	Casey McGushin	1.70	Review and analyze documents re employee retention considerations.
12/12/22	Isabella J. Paretti	2.00	Correspond with F. Petrie and R. Jacobson re wages final orders (.2); research K&E precedent re same (.4); correspond with R. Jacobson re same (.1); review declaration re same (1.3).
12/12/22	Michael B. Slade	2.00	Telephone conference with M. Crowell, J. Meyers and others re employee matter and review documents re same (.6); telephone conference with J. Henes and J. Sussberg re filing and review and edit same (.9); review and edit agreement (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Katie J. Welch	0.70	Correspond with J. Gartrell re U.S. Trustee retention programs requests.
12/12/22	Katie J. Welch	0.30	Conference with R. Howell, K&E team re document review re employee program matters.
12/13/22	Kate Vera Coverdale, P.C.	0.30	Telephone conference with Company, F. Petrie, BRG team, C street team re people strategy sync.
12/13/22	Richard U. S. Howell, P.C.	1.80	Conference with K. Welch, K&E team re employee retention programs (1.2); prepare and review correspondence re same (.6).
12/13/22	Richard U. S. Howell, P.C.	1.90	Telephone conference with K. Welsh, K&E team re diligence requests re KERP (.7); review materials re same (1.0); telephone conference with K. Welsh, K&E team re declarations (.2).
12/13/22	Sarah R. Margolis	0.80	Conference with B. Nakhaimousa re employee retention programs (.5); review, analyze same (.3).
12/13/22	Alex McCammon	0.60	Telephone conference with Company, R. Howell, K. Welch re KERP/TRP matters (.5); correspond with K. Welch, Company re same (.1).
12/13/22	Christine A. Okike, P.C.	0.80	Telephone conference with Company, C Street, F. Petrie, K&E teams re employee retention matters.
12/13/22	Francis Petrie	0.70	Telephone conference with Company re people strategy sync (.5); telephone conferences with C. Okike, K&E team re KERP declaration, strategy (.2).
12/13/22	Laura K. Riff	1.80	Design document review process re employee retention considerations.
12/13/22	Michael B. Slade	0.90	Telephone conference with M. Crowell and others re employee update (.5); telephone conference with Mayers, Crowell and others re employee issue (.4).
12/13/22	Michael B. Slade	0.90	Draft and revise insert for employee compensation disclosures.
12/13/22	Katie J. Welch	0.70	Review, revise document request considerations list re employee retention programs.
12/13/22	Katie J. Welch	0.40	Conference with R. Howell re employee retention programs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Katie J. Welch	0.50	Conference with Company re employee retention programs.
12/14/22	Trevor Eck	0.30	Telephone conference with R. Jacobson re KERP hearing presentation.
12/14/22	Shayne Henry	0.50	Conference with R. Howell, K&E team re compensation investigation strategy.
12/14/22	Richard U. S. Howell, P.C.	0.70	Correspond with K. Welch, K&E team re employee retention programs (.5); telephone conference with K. Welch re declarations (.2).
12/14/22	Casey McGushin	1.20	Telephone conference with M. Slade, K&E team re employee retention considerations (.4); review, analyze materials re same (.8).
12/14/22	Isabella J. Paretti	2.30	Review, revise declaration re employee retention programs (1.9); correspond with B. Nakhaimousa and S. Margolis re same (.4).
12/14/22	Francis Petrie	0.40	Telephone conference with R. Jacobson, K&E team re employee retention programs declaration status.
12/14/22	Laura K. Riff	2.80	Telephone conference with M. Slade and K&E team re employee retention considerations (.4); prepare re same (.1); review and analyze Company work product re same (.8); draft document review process re same (1.5).
12/14/22	Michael B. Slade	1.20	Telephone conference with employee re transactions.
12/15/22	Kate Vera Coverdale, P.C.	0.60	Telephone conference with Company re people strategy sync re weekly update.
12/15/22	Brian Nakhaimousa	0.50	Review, revise employee retention program (.4); correspond with I. Paretti re same (.1).
12/15/22	Christine A. Okike, P.C.	0.60	Telephone conference with Company, C Street, F. Petrie, K&E teams re employee matters.
12/15/22	Isabella J. Paretti	0.90	Review, revise declaration re employee retention programs (.8); correspond with B. Nakhaimousa and S. Margolis re same (.1).
12/15/22	Francis Petrie	0.80	Telephone conference with Company re employee retention issues (.5); correspond with C. Okike, K&E team, Company re follow up items (.3).
12/15/22	Francis Petrie	1.20	Telephone conference with B. Nakhaimousa, K&E team re final order re wages (.7); review and revise materials re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Laura K. Riff	0.80	Telephone conference with M. Slade, K&E team re employee document review (.5); draft communications re same (.3).
12/15/22	Michael B. Slade	0.50	Telephone conference with Company re employee issues.
12/15/22	Michael B. Slade	0.60	Review materials re employee compensation disclosure.
12/16/22	Richard U. S. Howell, P.C.	0.50	Review additional materials re employee programs hearing.
12/16/22	Richard U. S. Howell, P.C.	0.30	Review draft declarations and provide comments re same re KERP.
12/16/22	Brian Nakhaimousa	0.10	Correspond with F. Petrie, WTW re retention programs declaration.
12/16/22	Evangelia Podaras	0.50	Correspond with Company re independent contractor agreement.
12/16/22	Michael B. Slade	0.70	Revise sections of KERP re employees disclosures.
12/16/22	Katie J. Welch	1.30	Draft, review, revise Company declaration re employee retention programs.
12/18/22	Katie J. Welch	2.60	Review, revise Company declaration re employee retention programs.
12/19/22	Trevor Eck	0.50	Draft KERP hearing presentation.
12/19/22	Richard U. S. Howell, P.C.	1.50	Draft, review, revise Company declaration re employee retention programs (.8); correspond with K. Welch, K&E team re same (.7).
12/19/22	Sarah R. Margolis	1.20	Review, revise notice (.7); correspond with M. Koch re same (.2); review, analyze Singapore local law re same (.3).
12/19/22	Brian Nakhaimousa	0.20	Correspond with I. Paretti re employee compensation issue.
12/19/22	Isabella J. Paretti	1.60	Conference with B. Nakhaimousa re wages related matters, considerations (.8); correspond with BRG re same (.2); conference with BRG re same (.1); review, analyze Company invoices re same (.3); correspond with F. Petrie re same (.2).
12/19/22	Francis Petrie	0.90	Correspond with Company re employee order, processor fees (.2); review and analyze materials re same (.1); correspond with B. Nakhaimousa, K&E team re KERP materials, requested diligence (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Laura K. Riff	0.50	Manage and design review of documents re employee document review.
12/19/22	Michael B. Slade	1.20	Review employee compensation disclosures and correspond with F. Petrie, K&E team re same (.7); review and revise separation agreement (.5).
12/19/22	Katie J. Welch	0.60	Respond to requests from U.S. Trustee re employee retention programs.
12/19/22	Lydia Yale	0.40	Research re confidentiality considerations re employees.
12/20/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with Company re people strategy sync re weekly status.
12/20/22	Trevor Eck	0.60	Draft KERP hearing presentation.
12/20/22	Christine A. Okike, P.C.	0.60	Telephone conference with E. Podaras re employee matter (.1); telephone conference with Company, C Street, F. Petrie, K&E teams re employee matters (.5).
12/20/22	Isabella J. Paretti	1.60	Review, revise declaration re employee retention programs (1.2); conference with B. Nakhaimousa re same (.3); correspond with B. Nakhaimousa re same (.1).
12/20/22	Isabella J. Paretti	1.10	Review, analyze wages and benefits related issues (.2); analyze Company information re same (.3); correspond with F. Petrie re same (.2); conference with B. Nakhaimousa re same (.4).
12/20/22	Francis Petrie	0.70	Telephone conference with Company re employee retention issues (.5); review materials re 401K (.1); correspond with Company re same (.1).
12/20/22	Evangelia Podaras	0.20	Telephone conference with C. Okike re independent contractor agreement (.1); correspond with Company re same (.1).
12/20/22	Michael B. Slade	1.30	Telephone conference with Company re employee retention issues (.4); review, revise disclosure materials re same (.9).
12/20/22	Katie J. Welch	2.60	Draft and revise witness declaration in support of employee retention programs motion.
12/20/22	Mason N. Zurek	0.10	Correspond with R. Jacobson, D. Hackel re employee retention programs reply.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Cade C. Boland	2.60	Telephone conference with L. Riff, K&E team re document review next steps (.4); review documents re Company compensation practices (2.2).
12/21/22	Trevor Eck	4.70	Draft KERP presentation (3.8); correspond with F. Petrie, K&E team re same (.9).
12/21/22	David Hackel	7.60	Review, revise retention programs reply (4.0); correspond with M. Zurek re same (.2); research re same (3.4).
12/21/22	Richard U. S. Howell, P.C.	1.30	Draft correspondence to M. Slade re KERP and other second day hearing issues (.5); review correspondence from M. Slade re same (.2); review and revise draft pleadings (.6).
12/21/22	Casey McGushin	1.80	Review, analyze documents re employee retention considerations.
12/21/22	Brian Nakhaimousa	1.30	Revise KERP declaration.
12/21/22	Isabella J. Parette	2.30	Review, revise declaration re employee retention programs (1.3); conference with B. Nakhaimousa re same (.5); conference with F. Petrie and B. Nakhaimousa re same (.2); correspond with B. Nakhaimousa re same (.3).
12/21/22	Francis Petrie	0.90	Review declarations re employee retention programs (.5); correspond with B. Nakhaimousa, K&E team re same (.4).
12/21/22	Evangelia Podaras	0.50	Review termination agreement draft (.3); correspond with Company re same (.2).
12/21/22	Michael B. Slade	0.70	Review and revise materials re employee compensation disclosures.
12/21/22	Katie J. Welch	0.40	Telephone conference with M. Slade, K&E team re employee document review.
12/21/22	Mason N. Zurek	0.10	Telephone conference with D. Hackel re employee retention programs reply.
12/22/22	Cade C. Boland	5.90	Review, analyze documents re Company compensation issues.
12/22/22	Kate Vera Coverdale, P.C.	0.50	Telephone conference with Company, F. Petrie re people strategy sync.
12/22/22	David Hackel	1.90	Review, revise employee retention programs reply (1.4); correspond with M. Zurek re same (.2); research re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Casey McGushin	1.50	Review, analyze documents re employee considerations.
12/22/22	Brian Nakhaimousa	1.40	Review, revise WTW retention programs declaration (1.0); conference with WTW re same (.3); correspond with R. Howell, K&E team, WTW re same (.1).
12/22/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street, F. Petrie, K&E team re employee matters.
12/22/22	Francis Petrie	1.30	Telephone conference with Company, C. Okike, K&E team re people strategy (.5); telephone conference with Company, C Street team re disclosure strategy (.4); review communications materials (.3); correspond with C Street team re same (.1).
12/22/22	Laura K. Riff	0.90	Draft document review protocol re employee considerations.
12/22/22	Michael B. Slade	0.40	Telephone conference with Crowell and others re employee retention issues.
12/23/22	Shayne Henry	3.70	Review, analyze compensation memorandum re employee issues (.4); review supporting documents re same (1.5); correspond with L. Riff re employee review (.9); telephone conference with K&E team re executive review (.4); correspond with M. Slade, K&E team re compensation review (.5).
12/23/22	Casey McGushin	7.70	Review and analyze documents re employee retention considerations (3.9); compile summary re same (3.2); telephone conference with S. Henry, K&E team re same (.6).
12/23/22	Francis Petrie	0.90	Telephone conference with K. Welch, K&E team, Company re retention program declaration (.5); correspond re employee retention programs participant diligence (.4).
12/23/22	Laura K. Riff	1.00	Telephone conference with S. Henry, K&E team re employee document review (.4); correspond with S. Henry K&E team re same (.6).
12/23/22	Michael B. Slade	0.80	Telephone conference with F. Petrie, K&E team re employee programs evidence.
12/23/22	Michael B. Slade	0.80	Edit materials re employee compensation disclosures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/23/22	Michael B. Slade	0.30	Telephone conference with F. Petrie, K&E team re employee retention considerations.
12/23/22	Katie J. Welch	0.40	Review and analyze employee retention programs timeline in preparation for conference with Company.
12/23/22	Katie J. Welch	0.80	Conference with F. Petrie, K&E team, Company re retention programs declaration.
12/23/22	Mason N. Zurek	1.10	Correspond with D. Hackel re KERP reply (.2); review and revise same (.9).
12/24/22	Rob Jacobson	2.10	Draft hearing presentation re KERP (1.9); analyze issues re same (.2).
12/24/22	Casey McGushin	3.20	Review, analyze documents re employee considerations.
12/24/22	Josh Sussberg, P.C.	0.30	Review updated disclosure re employee payments and comment on same.
12/26/22	Trevor Eck	4.80	Review, analyze management compensation materials re second day presentation (.8); review, revise second day hearing presentation (2.6); research re same (1.4).
12/26/22	Casey McGushin	1.60	Review, analyze supporting documents re employee retention issues.
12/26/22	Isabella J. Paretti	0.20	Correspond with B. Nakhaimousa re employee retention related matters, considerations.
12/26/22	Francis Petrie	0.50	Correspond re management compensation materials.
12/27/22	Cade C. Boland	3.30	Draft summary re employee retention considerations (.2); review, analyze documents re Company employee practices (3.1).
12/27/22	Megan Bowsher	0.40	Review regulatory production materials.
12/27/22	David Hackel	4.70	Review, revise KERP documents (3.9); correspond with M. Zurek re same (.5); research re same (.3).
12/27/22	Aleschia D. Hyde	1.80	Review, analyze documents re employee retention issues.
12/27/22	Casey McGushin	5.30	Draft outline of memorandum re employee retention considerations (1.9); review, analyze supporting documents re same (3.4).
12/27/22	Brian Nakhaimousa	0.40	Review, revise WTW employee retention programs declaration (.3); correspond with I. Paretti, F. Petrie re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/27/22	Isabella J. Parette	0.60	Correspond with D. Hackel re employee retention (.2); conference with B. Nakhaimousa re same (.4).
12/27/22	Francis Petrie	1.20	Review, analyze retention programs diligence (1.0); correspond with B. Nakhaimousa re same (.2).
12/27/22	Alexandra Schrader	2.70	Review, analyze documents re responsiveness and privilege re employee retention considerations.
12/27/22	Katie J. Welch	5.10	Review, analyze documents re responsiveness, privilege, and confidentiality re employee retention considerations.
12/27/22	Mason N. Zurek	0.40	Revise KERP reply (.3); correspond with D. Hackel re same (.1).
12/28/22	Cade C. Boland	4.10	Review, analyze documents re Company compensation practices.
12/28/22	Shayne Henry	0.30	Correspond with L. Riff and C. McGushin re compensation practices.
12/28/22	Rob Jacobson	1.20	Review, revise second day hearing presentation re KERP.
12/28/22	Casey McGushin	4.70	Review, analyze documents re executive compensation (3.9); correspond with L. Riff, K&E team re same (.8).
12/28/22	Brian Nakhaimousa	0.10	Review, revise final wages order.
12/28/22	Isabella J. Parette	4.00	Review, revise wages final order (3.3); correspond with B. Nakhaimousa re same (.2); correspond with M. Koch re same (.1); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.3).
12/28/22	Alexandra Schrader	3.40	Review, analyze documents re responsiveness and privilege re employee retention considerations.
12/28/22	Michael B. Slade	0.40	Correspond with F. Petrie re employee retention programs.
12/28/22	Katie J. Welch	4.00	Draft and revise witness declaration in support of employee retention programs motion.
12/29/22	Cade C. Boland	4.00	Review, analyze documents re employee retention considerations re executive compensation investigation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/22	Shayne Henry	3.50	Review, analyze documents re employee retention considerations re executive compensation investigation.
12/29/22	Casey McGushin	2.60	Review, analyze documents re employee retention considerations re executive compensation investigation.
12/29/22	Brian Nakhaimousa	0.30	Review, revise employee retention programs declaration (.2); correspond with R. Howell re same (.1).
12/29/22	Isabella J. Paretti	0.80	Correspond with B. Nakhaimousa re key employee organizational chart (.3); review materials re same (.5).
12/29/22	Francis Petrie	0.60	Review diligence re employee retention programs (.3); correspond with I. Paretti, K&E team re same (.3).
12/29/22	Francis Petrie	1.00	Correspond with BRG team re wage order (.4); review and revise materials re same (.6).
12/29/22	Alexandra Schrader	1.60	Review, analyze documents re employee retention considerations re responsiveness and privilege.
12/29/22	Katie J. Welch	0.80	Draft and revise employee organizational chart.
12/29/22	Katie J. Welch	2.10	Draft and revise witness declaration in support of employee retention programs motion.
12/30/22	Erin Bishop	1.00	Review, analyze documents re employee retention considerations re responsiveness and privilege.
12/30/22	Cade C. Boland	5.20	Review, analyze documents re Company executive compensation practices.
12/30/22	David Hackel	1.40	Review, revise employee retention reply (1.1); correspond with M. Zurek re same (.1); research re same (.2).
12/30/22	Richard U. S. Howell, P.C.	0.60	Correspond with K. Welch, F. Petrie re hearing re employee retention programs, related issues.
12/30/22	Isabella J. Paretti	0.80	Review, revise final order re wages (.7); correspond with R. Jacobson re same (.1).
12/30/22	Francis Petrie	0.50	Correspond with K. Welch, R. Howell re employee retention programs declaration, disclosures and strategy.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074350

BlockFi Inc.

Matter Number:

54119-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/22	Alexandra Schrader	2.10	Review, analyze documents re responsiveness and privilege re employee retention considerations.
12/30/22	Katie J. Welch	1.40	Draft and revise witness declaration in support of employee retention programs motion.
12/30/22	Mason N. Zurek	0.90	Review and revise retention programs reply (.8); correspond with D. Hackel re same (.1).
12/31/22	Shayne Henry	0.20	Correspond with C. McGushin re employee compensation investigation.
12/31/22	Casey McGushin	3.70	Review supporting documents re employee retention considerations.
Total		300.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074351
Client Matter: 54119-15

In the Matter of SOFAs and Schedules

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 26,008.00

Total legal services rendered

\$ 26,008.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	5.30	660.00	3,498.00
Rob Jacobson	0.70	1,035.00	724.50
Mike James Koch	2.10	660.00	1,386.00
Alex McCammon	1.40	1,170.00	1,638.00
Christine A. Okike, P.C.	4.80	1,640.00	7,872.00
Francis Petrie	5.80	1,170.00	6,786.00
Michael B. Slade	0.70	1,645.00	1,151.50
Josh Sussberg, P.C.	1.60	1,845.00	2,952.00
TOTALS	22.40		\$ 26,008.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/02/22	Mike James Koch	0.70	Research re disclosure considerations re schedules (.5); correspond with F. Petrie re same (.2).
12/02/22	Alex McCammon	0.10	Research law, rules re schedules and statements.
12/02/22	Christine A. Okike, P.C.	0.20	Correspond with Haynes and Boone, F. Petrie, K&E team re schedules and statements.
12/02/22	Francis Petrie	0.80	Correspond with M. Koch, C. Okike re payments, disclosures with respect to schedules and statements.
12/02/22	Michael B. Slade	0.70	Telephone conference with J. Meyers and others re SoFAs and schedules (.2); prepare for same (.1); review precedent re same (.4).
12/02/22	Josh Sussberg, P.C.	0.30	Correspond with C. Okike re schedules and loan book.
12/03/22	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re schedules and statements and claims date.
12/05/22	Ziv Ben-Shahar	1.00	Research disclosure requirements (.8); correspond with F. Petrie, M. Koch, A. McCammon re same (.2).
12/05/22	Alex McCammon	0.10	Correspond with HB, F. Petrie re schedules and statements.
12/05/22	Francis Petrie	0.50	Review materials re withdrawals, global notes, related materials (.4); correspond with J. Sussberg re same (.1).
12/05/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re preparation of schedules and statements.
12/06/22	Alex McCammon	0.90	Correspond with Haynes and Boone, F. Petrie re preparation of schedules and statements (.2); conference with Company, Haynes and Boone, F. Petrie re same (.7).
12/06/22	Francis Petrie	0.30	Telephone conference with Company, A. McCammon re SoFA treatment.
12/08/22	Ziv Ben-Shahar	1.30	Research re customer information and disclosures.
12/08/22	Alex McCammon	0.30	Correspond with C. Okike, F. Petrie, Haynes and Boone re preparation of schedules and statements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Ziv Ben-Shahar	0.40	Analyze schedules re disclosure requirements (.3); correspond with M. Koch, F. Petrie re same (.1).
12/12/22	Mike James Koch	0.50	Review precedent re statement of financial affairs (.4); correspond with F. Petrie re same (.1).
12/12/22	Christine A. Okike, P.C.	1.20	Review schedules and statements.
12/12/22	Francis Petrie	0.50	Correspond with M. Koch, K&E team, HB teams re SoFA materials, global notes, executive payments.
12/12/22	Josh Sussberg, P.C.	0.30	Conference with M. Slade, C Street and C. Okike re schedules disclosure.
12/14/22	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re schedules disclosure.
12/15/22	Ziv Ben-Shahar	0.70	Research re required disclosures (.5); correspond with F. Petrie re same (.2).
12/15/22	Francis Petrie	0.90	Review materials re SoFA, SOALS content (.8); correspond with Z. Ben-Shahar, M. Koch re same (.1).
12/20/22	Ziv Ben-Shahar	1.20	Research, analyze potential issues re schedule disclosures (1.0); correspond with F. Petrie, M. Koch re same (.2).
12/20/22	Mike James Koch	0.90	Research re statement of financial affairs considerations (.8); correspond with F. Petrie, Z. Ben-Shahar re same (.1).
12/20/22	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes & Boone, BRG, F. Petrie, K&E teams re schedules and statements.
12/20/22	Francis Petrie	1.70	Telephone conference with HB team re preparation of SoFAs (.3); correspond with M. Koch, K&E team re supporting SoFA materials (.5); review materials re same (.2); draft correspondence re same (.2); telephone conference with Company re pricing, claims amounts (.5).
12/20/22	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re schedules and related disclosure.
12/21/22	Ziv Ben-Shahar	0.70	Review, analyze issues re SoFA disclosure.
12/21/22	Rob Jacobson	0.70	Telephone conference with BRG team, Company re monthly operating reports, SoFA, SOALS (.6); analyze issues re same (.1).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074351

BlockFi Inc.

Matter Number:

54119-15

SOFAs and Schedules

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Francis Petrie	1.10	Review correspondence from Z. Ben-Shahar re SoFAs and SOAL content (.3); review materials re same (.5); correspond with Company, Z. Ben-Shahar, K&E team re same (.3).
12/22/22	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone, C Street and F. Petrie, K&E teams re schedules and statements.
12/22/22	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re schedules and statements.
12/23/22	Christine A. Okike, P.C.	0.30	Review and revise monthly operating report global notes.
12/23/22	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re status on schedules.
12/26/22	Christine A. Okike, P.C.	0.50	Review schedules and statements.
12/27/22	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re hearing on schedules extension and next steps.
12/30/22	Christine A. Okike, P.C.	1.40	Review schedules and statements.
Total		22.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074352
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 80,478.00

Total legal services rendered

\$ 80,478.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	3.20	660.00	2,112.00
Cade C. Boland	1.50	900.00	1,350.00
Trevor Eck	2.00	660.00	1,320.00
Julia R. Foster	3.60	405.00	1,458.00
David Hackel	2.30	660.00	1,518.00
Richard U. S. Howell, P.C.	8.20	1,435.00	11,767.00
Rob Jacobson	3.10	1,035.00	3,208.50
Mike James Koch	1.90	660.00	1,254.00
Alex McCammon	5.90	1,170.00	6,903.00
Casey McGushin	1.80	1,195.00	2,151.00
Brian Nakhaimousa	2.00	910.00	1,820.00
Christine A. Okike, P.C.	7.50	1,640.00	12,300.00
Isabella J. Parette	2.00	660.00	1,320.00
Francis Petrie	5.80	1,170.00	6,786.00
Margaret Reiney	5.50	1,035.00	5,692.50
Jimmy Ryan	1.10	795.00	874.50
Michael B. Slade	1.80	1,645.00	2,961.00
Josh Sussberg, P.C.	8.50	1,845.00	15,682.50
TOTALS	67.70		\$ 80,478.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/22	Ziv Ben-Shahar	3.20	Prepare for hearing (1.2); attend first day hearing (2.0).
11/29/22	Cade C. Boland	1.50	Attend first day hearing.
11/29/22	Trevor Eck	2.00	Attend first day telephone conference hearing.
11/29/22	Julia R. Foster	2.00	Assist with first day hearing.
11/29/22	Julia R. Foster	1.60	Prepare binders and supporting materials for November 29 hearing (1.2); correspond with F. Petrie, K&E team, Company, and advisors re calendar invites re January 9 and January 30 hearings (.4).
11/29/22	Richard U. S. Howell, P.C.	5.30	Participate in first day hearing (2.0); prepare for same (3.3).
11/29/22	Rob Jacobson	3.10	Participate in first day hearing (2.0); prepare first day hearing presentation re same (1.1).
11/29/22	Mike James Koch	1.90	Attend first day hearing.
11/29/22	Alex McCammon	5.90	Attend first-day hearing (2.0); prepare for same (3.9).
11/29/22	Casey McGushin	1.80	Participate in first day hearing.
11/29/22	Brian Nakhaimousa	2.00	Attend first day telephone conference hearing.
11/29/22	Christine A. Okike, P.C.	7.50	Prepare for first day hearing (3.9); review filed pleadings and supporting materials re same (1.6); participate in first day hearing (2.0).
11/29/22	Isabella J. Parette	2.00	Attend first day telephone conference hearing.
11/29/22	Francis Petrie	2.00	Participate in first day hearing.
11/29/22	Francis Petrie	3.80	Prepare for first day hearing.
11/29/22	Margaret Reiney	5.50	Prepare supporting materials for first day hearing (3.5); participate in first day hearing (2.0).
11/29/22	Jimmy Ryan	1.10	Partially attend first day hearing.
11/29/22	Michael B. Slade	1.80	Attend first day hearing.
11/29/22	Josh Sussberg, P.C.	8.50	Prepare for first day hearing (3.9); conference with C. Okike, K&E team re hearing (2.6); attend first day hearing (2.0).
12/08/22	Richard U. S. Howell, P.C.	2.20	Attend telephone conferences to prepare for second day hearing (1.7); prepare for same (.5).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074352

BlockFi Inc.

Matter Number:

54119-16

Hearings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Richard U. S. Howell, P.C.	0.70	Review correspondence from J. Sussberg re second day hearing.
12/22/22	David Hackel	2.30	Draft agenda re hearing (2.1); correspond with R. Jacobson re same (.2).
Total		67.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074353

Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 6,431.00

Total legal services rendered

\$ 6,431.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.40	1,640.00	656.00
William T. Pruitt	4.20	1,375.00	5,775.00
TOTALS	4.60		\$ 6,431.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	William T. Pruitt	0.50	Review and analyze proposed endorsement re premium payment (.3); correspond with J. Sussberg and C. Okike re same (.1); correspond with Aon re same (.1).
12/08/22	William T. Pruitt	0.40	Review and analyze proposed D&O insurance endorsements (.3); correspond with L. Thorne and broker re same (.1).
12/13/22	William T. Pruitt	0.30	Analyze D&O insurance policies (.1); correspond with M. Slade and broker re same (.2).
12/14/22	William T. Pruitt	0.70	Analyze strategy re counsel retention and related insurance issues (.1); telephone conference with M. Slade re same (.3); review policy re interview coverage (.1); telephone conference with broker re same (.2).
12/16/22	William T. Pruitt	0.70	Analyze materials re draft insurance notice (.3); revise, review draft re same (.2); correspond with M. Slade re same (.2).
12/18/22	William T. Pruitt	0.20	Analyze materials re insurance notice and comments on same (.1); correspond with M. Slade re same (.1).
12/19/22	William T. Pruitt	0.30	Finalize and send draft insurance notice to Aon (.2); correspondence with M. Slade re same (.1).
12/20/22	William T. Pruitt	0.30	Review notice re insurance policy (.2); correspond with M. Slade re same (.1).
12/26/22	Christine A. Okike, P.C.	0.40	Review insurance agreements re coverage issue.
12/26/22	William T. Pruitt	0.80	Analyze research re insurance coverage for manager (.2); review policy re same (.5); correspond with M. Slade and C. Okike re same (.1).
Total		4.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074354
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 27,411.00

Total legal services rendered

\$ 27,411.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	7.90	660.00	5,214.00
Trevor Eck	11.80	660.00	7,788.00
Julia R. Foster	4.50	405.00	1,822.50
Rob Jacobson	0.40	1,035.00	414.00
Sarah R. Margolis	12.50	910.00	11,375.00
Francis Petrie	0.20	1,170.00	234.00
Anthony Vincenzo Sexton, P.C.	0.20	1,490.00	298.00
Luke Spangler	0.90	295.00	265.50
TOTALS	38.40		\$ 27,411.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Anthony Vincenzo Sexton, P.C.	0.20	Correspond with F. Petrie, K&E team re plan issues.
12/06/22	Julia R. Foster	1.80	Draft disclosure statement.
12/06/22	Rob Jacobson	0.40	Telephone conference with S. Margolis re disclosure statement.
12/06/22	Sarah R. Margolis	0.60	Telephone conference with R. Jacobson re disclosure statement (.4); review, analyze declaration, presentation, motions re same (.2).
12/07/22	Trevor Eck	0.20	Telephone conference with R. Jacobson and S. Margolis re disclosure statement workstreams and next steps.
12/09/22	Trevor Eck	3.20	Telephone conference with S. Margolis re disclosure statement updates, strategy and next steps (.3); draft disclosure statement (2.0); review, analyze precedent re same (.9).
12/09/22	Julia R. Foster	2.70	Draft disclosure statement motion (1.4); draft disclosure statement motion exhibits (1.3).
12/09/22	Sarah R. Margolis	0.70	Telephone conference with T. Eck re disclosure statement (.2); draft disclosure statement (.5).
12/11/22	Trevor Eck	2.00	Draft disclosure statement.
12/11/22	Sarah R. Margolis	3.70	Draft disclosure statement (3.0); review, analyze chapter 11 plan, bidding procedures motion, declaration re same (.7).
12/12/22	Ziv Ben-Shahar	3.80	Draft motion re disclosure statement.
12/12/22	Trevor Eck	4.10	Draft disclosure statement (3.7); correspond with S. Margolis, K&E team re same (.4).
12/13/22	Ziv Ben-Shahar	4.10	Draft, review disclosure statement motion, exhibits (3.6); correspond with S. Margolis, K&E team re same (.5).
12/13/22	Sarah R. Margolis	4.00	Review, revise disclosure statement (3.5); research, analyze materials responsive to same (.5).
12/13/22	Luke Spangler	0.10	Review disclosure statement.
12/15/22	Trevor Eck	2.00	Review, revise disclosure statement (1.9); correspond with S. Margolis re same (.1).
12/15/22	Sarah R. Margolis	0.90	Revise disclosure statement.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074354

BlockFi Inc.

Matter Number:

54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Luke Spangler	0.80	Research and compile precedent re disclosure statement (.6); compare BlockFi disclosure statement to precedent (.1); correspond with S. Margolis, K&E team re same (.1).
12/16/22	Trevor Eck	0.30	Review, revise disclosure statement.
12/16/22	Sarah R. Margolis	2.60	Review, revise disclosure statement (.7); correspond with T. Eck re same (.1); review, revise disclosure statement (1.7); correspond with T. Eck re same (.1).
12/20/22	Francis Petrie	0.20	Telephone conference with Company re chapter 11 plan.
Total		38.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074355
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 25,551.00

Total legal services rendered

\$ 25,551.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.70	660.00	1,122.00
Julia R. Foster	0.30	405.00	121.50
Mike James Koch	4.80	660.00	3,168.00
Sarah R. Margolis	6.10	910.00	5,551.00
Christine A. Okike, P.C.	1.20	1,640.00	1,968.00
Isabella J. Paretti	4.00	660.00	2,640.00
Francis Petrie	7.40	1,170.00	8,658.00
Michael B. Slade	0.60	1,645.00	987.00
Luke Spangler	1.40	295.00	413.00
Josh Sussberg, P.C.	0.50	1,845.00	922.50
TOTALS	28.00		\$ 25,551.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Christine A. Okike, P.C.	1.00	Telephone conference with BlockFi International, Walkers, E&Y, Haynes and Boone and K&E teams re Bermuda proceeding.
11/30/22	Josh Sussberg, P.C.	0.40	Correspond with Company re Bermuda matters.
12/07/22	Michael B. Slade	0.60	Telephone conference with C. Okike and U. Rho re international matters (.3); revise timeline re same (.3).
12/09/22	Julia R. Foster	0.30	Research precedent re notices of international debtor.
12/09/22	Francis Petrie	0.90	Correspond with R. Jacobson, K&E team re international entity wind down (.5); review materials re same (.4).
12/09/22	Luke Spangler	0.90	Research precedent re notice of international name change and wind down notice (.6); draft BlockFi notice of name change (.3).
12/09/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re BlockFi Asia considerations.
12/12/22	Mike James Koch	1.10	Draft notice re international entity considerations.
12/12/22	Sarah R. Margolis	2.00	Correspond with M. Koch re international wind-down notice (.2); review, analyze precedent re same (.5); review, revise same (1.3).
12/12/22	Sarah R. Margolis	1.50	Review, research analyze considerations Singapore entity.
12/13/22	Mike James Koch	2.60	Research materials re motion to wind up international non-debtor subsidiary (.4); draft motion re same (2.2).
12/13/22	Sarah R. Margolis	0.10	Correspond with M. Koch re international non-debtor wind down.
12/13/22	Sarah R. Margolis	2.00	Draft notice of international wind-down motion (1.5); research, analyze local law re same (.3); correspond with M. Koch re same (.2).
12/13/22	Francis Petrie	0.40	Telephone conference with HB, Company re Bermuda entity employee issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Francis Petrie	0.60	Review notice re international entity considerations (.4); correspond with Company re same (.2).
12/13/22	Luke Spangler	0.50	Research and compile precedent re international entity considerations (.4); correspond with S. Margolis re same (.1).
12/14/22	Sarah R. Margolis	0.50	Revise international wind-down notice (.3); research, analyze local law, diligence re same (.2).
12/17/22	Francis Petrie	1.60	Review and revise notice re international entity considerations (.9); review materials, precedent re same (.7).
12/19/22	Mike James Koch	1.10	Review, revise draft notice of wind down re international non-debtor affiliate.
12/20/22	Francis Petrie	0.90	Correspond with Walkers team re JPL process, Bermuda court (.6); correspond with R. Jacobson, K&E team re platform pause timing and trade only asset withdrawal timing (.3).
12/20/22	Francis Petrie	0.50	Revise notice of international wind up (.3); correspond with S. Margolis, K&E team re same (.2).
12/22/22	Francis Petrie	1.10	Review JPL restructuring procedures (.3); correspond with Walkers team re JPL process (.2); review Bermuda wallet application and correspond with I Paretti, K&E team re same (.6).
12/23/22	Trevor Eck	1.70	Draft case management procedures summary re Bermuda joint provisional liquidation proceeding.
12/23/22	Isabella J. Paretti	2.20	Review, analyze Bermuda court proceedings pleadings re wallet withdrawal relief (1.9); correspond with F. Petrie re same (.3).
12/26/22	Christine A. Okike, P.C.	0.20	Review Joint Provisional Liquidators procedures.
12/26/22	Isabella J. Paretti	1.80	Review, analyze pleadings re Bermuda proceedings (1.5); correspond with R. Jacobson re same (.1); correspond with C. Okike re same (.2).
12/26/22	Francis Petrie	0.70	Review materials re international sanctions documents.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074355

BlockFi Inc.

Matter Number:

54119-19

International Issues

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/22	Francis Petrie	0.70	Correspond with Walkers team re international considerations (.4); review objections and correspond with R. Jacobson, K&E team re same (.3).

Total		28.00	
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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074357
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 234,534.50

Total legal services rendered

\$ 234,534.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alli Beckett	3.00	425.00	1,275.00
Ziv Ben-Shahar	12.90	660.00	8,514.00
Michael Y. Chan	29.50	330.00	9,735.00
Marta Dudyan	18.60	285.00	5,301.00
Trevor Eck	68.30	660.00	45,078.00
Julia R. Foster	1.20	405.00	486.00
Susan D. Golden	2.70	1,315.00	3,550.50
David Hackel	9.10	660.00	6,006.00
Rob Jacobson	54.20	1,035.00	56,097.00
Mike James Koch	19.40	660.00	12,804.00
Sarah R. Margolis	5.30	910.00	4,823.00
Alex McCammon	7.10	1,170.00	8,307.00
Brian Nakhaimousa	22.30	910.00	20,293.00
Eric Nyberg	52.00	285.00	14,820.00
Christine A. Okike, P.C.	3.40	1,640.00	5,576.00
Isabella J. Parette	3.70	660.00	2,442.00
Francis Petrie	5.80	1,170.00	6,786.00
Jimmy Ryan	18.70	795.00	14,866.50
Luke Spangler	0.40	295.00	118.00
Josh Sussberg, P.C.	0.50	1,845.00	922.50
Mason N. Zurek	7.40	910.00	6,734.00
TOTALS	345.50		\$ 234,534.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Mike James Koch	1.80	Review, revise parties in interest list (.4); correspond with R. Jacobson, K&E team re same (.2); review, revise budget and staffing workbook and memorandum (1.1); correspond with J. Ryan, B. Nakhaimousa re same (.1).
11/29/22	Michael Y. Chan	5.00	Analyze conflicts searching for creditors and entities (2.0); research re creditors and entities (3.0).
11/29/22	Rob Jacobson	0.90	Review, analyze retention reports.
11/29/22	Eric Nyberg	6.50	Research organization and preparation of parties re conflicts searching for creditors and entities (3.0); research parent Company re creditors and entities (3.5).
11/30/22	Alli Beckett	3.00	Analyze disclosure of creditors and entities re K&E retention application.
11/30/22	Michael Y. Chan	3.00	Analyze disclosure of creditors and entities re K&E retention application.
11/30/22	Rob Jacobson	1.20	Review, analyze retention issues.
11/30/22	Mike James Koch	0.20	Review, revise parties in interest list (.1); correspond with R. Jacobson re same (.1).
11/30/22	Eric Nyberg	3.50	Conduct analysis for disclosure of creditors and entities re K&E retention application and related declaration in support.
12/01/22	Julia R. Foster	1.20	Draft K&E retention application.
12/01/22	Rob Jacobson	3.90	Review, analyze retention matters (.9); review, analyze parties in interest list, supporting data (2.7); correspond with M. Koch, K&E team re same (.3).
12/01/22	Mike James Koch	0.60	Review, revise parties in interest list (.1); review, analyze issues re conflicts review (.3); correspond with R. Jacobson, K&E conflicts team re same (.2).
12/01/22	Mike James Koch	1.30	Review, revise budget and staffing plan and memorandum (1.2); correspond with B. Nakhaimousa and J. Ryan re same (.1).
12/01/22	Alex McCammon	0.90	Analyze matters re creditors, claims, customer lists (.6); conference with R. Jacobson, J. Foster re K&E retention (.3).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074357

BlockFi Inc.

Matter Number:

54119-20

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Eric Nyberg	3.00	Review parties re conflicts searching for creditors and entities (1.5); research for creditors and entities re same (.5); analyze disclosure of creditors and entities (1.0).
12/01/22	Jimmy Ryan	0.40	Review, comment on budget and staffing memorandum.
12/02/22	Michael Y. Chan	1.50	Research conflicts searching for creditors and entities (1.3); analyze disclosures re creditors and entities (.2).
12/02/22	Jimmy Ryan	0.20	Correspond with B. Nakhaimousa, K&E team re budget and K&E retention.
12/05/22	Ziv Ben-Shahar	1.50	Revise budget and staffing worksheet (1.1); correspond with J. Ryan re retention diligence (.4).
12/05/22	Michael Y. Chan	1.50	Research re parties re conflicts searching re creditors and entities (.5); research re company creditors and entities (.5); analyze for disclosure of creditors and entities (.5).
12/05/22	Marta Dudyan	2.00	Draft schedules re K&E retention application declaration.
12/05/22	Trevor Eck	1.50	Draft K&E retention application.
12/05/22	David Hackel	1.10	Review, analyze conflicts procedures for K&E retention application.
12/05/22	Rob Jacobson	6.30	Conference with M. Koch, K&E team re K&E retention matters (.5); review, analyze retention reports (.7); conference with Cole Schotz, HB re retention applications (.5); review, revise PII list (.8); correspond with BRG, Cole Schotz, HB re same (.6); review, comment on budget and staffing memorandum (2.5); correspond with M. Koch, K&E team re same (.4); correspond with M. Koch, K&E team re filing timeline (.3).
12/05/22	Mike James Koch	1.40	Correspond with R. Jacobson re budget and staffing memorandum (.5); review, revise same (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Alex McCammon	2.50	Correspond with R. Jacobson re parties in interest list (.1); telephone conference with Cole Schotz, Haynes and Boone, M. Koch, K&E team re retention applications (.4); review, analyze customer claims pool re parties in interest list (1.3); analyze customer data re same (.7).
12/05/22	Brian Nakhaimousa	0.30	Correspond with J. Ryan, R. Jacobson, M. Koch re K&E retention.
12/05/22	Jimmy Ryan	0.70	Correspond with R. Jacobson, K&E team re budget and staffing memorandum (.2); review, revise same (.5).
12/06/22	Ziv Ben-Shahar	2.80	Review, analyze conflicts reports re potential issues.
12/06/22	Trevor Eck	8.80	Draft re K&E retention application (.8); review, analyze conflicts reports re completion tracking, workload strategy and assignment (1.6); correspond with J. Ryan, Z. Ben-Shahar and D. Hackel re same (.2); draft re conflicts reports master materials (.6); review, analyze conflicts reports re potential K&E conflicts (5.6).
12/06/22	David Hackel	2.60	Review, analyze conflicts reports (2.4); correspond with T. Eck re same (.2).
12/06/22	Brian Nakhaimousa	1.40	Correspond with J. Ryan, R. Jacobson, K&E team re K&E retention application (.4); review, analyze conflicts materials re same (1.0).
12/06/22	Jimmy Ryan	0.40	Correspond with T. Eck, K&E team re K&E retention application (.2); office conference with T. Eck re same (.2).
12/07/22	Ziv Ben-Shahar	0.40	Review, analyze conflicts reports re K&E retention application.
12/07/22	Trevor Eck	7.40	Review, analyze conflicts reports re specific disclosures (3.9); draft re K&E retention application (3.2); correspond with J. Ryan re same (.3).
12/07/22	Rob Jacobson	2.50	Review, revise parties in interest list (2.3); correspond with BRG team re same (.2).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074357

BlockFi Inc.

Matter Number:

54119-20

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/22	Jimmy Ryan	3.60	Review, analyze conflicts reports re specific disclosures re K&E retention application (3.1); conference with T. Eck re same (.2); correspond with T. Eck, K&E team re same (.3).
12/08/22	Ziv Ben-Shahar	0.60	Review conflicts report re K&E retention application (.4); correspond with J. Ryan, T. Eck re same (.2).
12/08/22	Trevor Eck	6.00	Draft K&E retention application (3.9); correspond with J. Ryan re same (.3); review, analyze conflicts reports re specific disclosures (1.5); correspond with J. Ryan, K&E team re same (.2); compile conflicts reports re same (.1).
12/08/22	David Hackel	1.10	Review, analyze conflicts report re K&E retention application.
12/08/22	Rob Jacobson	2.20	Telephone conferences with BRG, Cole Schotz re retention matters, schedules, redactions (.8); correspond with S. Golden re same (.1); review, analyze redaction issues re same (.4); review, comment on parties in interest list (.9).
12/08/22	Mike James Koch	1.00	Review materials re retention application disclosures.
12/08/22	Alex McCammon	0.10	Correspond with R. Jacobson re parties in interest list.
12/08/22	Isabella J. Paretti	1.60	Review, analyze conflicts re retention application (1.3); correspond with T. Eck and J. Ryan re same (.3).
12/08/22	Jimmy Ryan	0.90	Correspond with T. Eck, K&E team re conflicts review re K&E retention disclosures (.8); office conference with T. Eck re same (.1).
12/09/22	Michael Y. Chan	2.00	Conduct conflicts search for creditors and entities (1.2); conduct parent Company research for creditors and entities (.8).
12/09/22	Trevor Eck	3.10	Telephone conference with J. Ryan re K&E retention application and conflicts (.3); review, revise K&E retention application (1.2); research re same (1.3); correspond with B. Nakhaimousa re same (.3).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074357

BlockFi Inc.

Matter Number:

54119-20

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/09/22	Susan D. Golden	0.60	Correspond with R. Jacobson re retention application schedules (.1); review precedent re same (.5).
12/09/22	Mike James Koch	0.30	Review, revise parties in interest list (.2); correspond with R. Jacobson re same (.1).
12/09/22	Sarah R. Margolis	2.50	Review, analyze conflicts report materials (2.0); correspond with B. Nakhaimousa, J. Ryan re same (.2); review, analyze retention application (.3).
12/09/22	Brian Nakhaimousa	2.70	Review, revise K&E retention application (1.4); correspond with J. Ryan re same (.2); review, analyze conflicts survey (1.1).
12/09/22	Eric Nyberg	3.50	Conduct organization and preparation of parties for conflicts searching for creditors and entities, namely cleaning, pulling and deduping names.
12/09/22	Jimmy Ryan	3.70	Correspond with R. Jacobson, K&E team re K&E retention application (.7); review, revise same (2.7); telephone conference with T. Eck, K&E team re same (.3).
12/09/22	Luke Spangler	0.40	Review precedent re retention application.
12/10/22	Rob Jacobson	1.20	Review, revise K&E retention application.
12/10/22	Brian Nakhaimousa	0.40	Review, revise K&E retention application.
12/11/22	Trevor Eck	4.20	Review, revise re K&E retention application (2.9); research re same (.8); correspond with R. Jacobson, B. Nakhaimousa and K&E team re same (.5).
12/11/22	Rob Jacobson	5.00	Review, comment on K&E retention application (2.4); review, analyze conflicts reports re same (2.3); correspond with Z. Ben-Shahar, K&E team re same (.3).
12/11/22	Sarah R. Margolis	0.60	Review retention application (.2); correspond with B. Nakhaimousa, T. Eck re same (.2); review, revise retention application and order (.2).
12/11/22	Brian Nakhaimousa	0.50	Review, revise K&E retention application (.4); correspond with S. Margolis, K&E team re same (.1).
12/11/22	Jimmy Ryan	1.00	Correspond with R. Jacobson, K&E team re K&E retention application (.6); review, revise, comment on same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Ziv Ben-Shahar	1.10	Revise billing and staffing memorandum (.8); correspond with R. Jacobson, K&E team re same (.3).
12/12/22	Michael Y. Chan	4.00	Conduct organization and preparation of parties for conflicts searching for creditors and entities (2.2); conduct parent Company research for creditors and entities (1.8).
12/12/22	Marta Dudyan	5.00	Conduct parent Company research for creditors and entities re K&E retention application and related declaration in support (3.9); correspond with K&E team re same (1.1).
12/12/22	Trevor Eck	5.60	Draft K&E retention application (3.7); research re same (1.0); telephone conference with R. Jacobson, K&E team re same (.5); correspond with B. Nakhaimousa, K&E team re same (.4).
12/12/22	Rob Jacobson	2.70	Review, comment on K&E retention application, related declaration (1.3); review, analyze retention reports re same (.8); conference with B. Nakhaimousa, K&E team re same (.4); prepare for same (.2).
12/12/22	Sarah R. Margolis	1.70	Review, revise retention application, declaration (1.1); correspond with T. Eck re same (.2); conference with R. Jacobson, T. Eck re same (.4).
12/12/22	Alex McCammon	0.40	Review draft budget and staffing memorandum (.3); correspond with R. Jacobson re same (.1).
12/12/22	Brian Nakhaimousa	2.90	Review, revise K&E retention application (2.0); conference with R. Jacobson, K&E team re retention application (.5); correspond with same re same (.4).
12/12/22	Eric Nyberg	5.00	Conduct organization and preparation of parties for conflicts searching for creditors and entities (3.9); conduct parent Company research for creditors and entities (.6); conduct analysis for disclosure of creditors and entities (.5).
12/12/22	Jimmy Ryan	1.50	Correspond with T. Eck, K&E team re K&E retention application (.8); conference with T. Eck, K&E team re same (.6); review, comment on K&E retention application (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Ziv Ben-Shahar	0.30	Revise billing and staffing projections (.2); correspond with R. Jacobson, A. McCammon re same (.1).
12/13/22	Michael Y. Chan	1.00	Prepare of parties in interest for conflicts searching re K&E retention application and declaration in support.
12/13/22	Marta Dudyan	4.40	Conduct parent Company research for creditors and entities re K&E retention application and related declaration in support (3.8); correspond with K&E team re same (.6).
12/13/22	Trevor Eck	1.20	Review, revise K&E retention application (1.1); correspond with R. Jacobson, K&E team re same (.1).
12/13/22	Rob Jacobson	1.30	Review, comment on K&E retention application (.7); correspond with T. Eck, K&E team re same (.6).
12/13/22	Sarah R. Margolis	0.10	Review, revise retention application.
12/13/22	Alex McCammon	2.70	Review and comment on K&E retention application (2.3); correspond with R. Jacobson, K&E team re same (.1); correspond with R. Jacobson, Z. Ben-Shahar re draft budget and staffing memorandum (.3).
12/13/22	Brian Nakhaimousa	0.20	Correspond with T. Eck re K&E retention application.
12/13/22	Eric Nyberg	1.00	Conduct analysis for disclosure of creditors and entities re K&E retention application and related declaration in support.
12/14/22	Ziv Ben-Shahar	1.30	Review, analyze diligence re potential conflicts issues (1.1); correspond with T. Eck, R. Jacobson, B. Nakhaimousa re same (.2).
12/14/22	Marta Dudyan	4.70	Conduct analysis for disclosure of creditors and entities (3.5); correspond with E. Nyberg, K&E team re same (1.2).
12/14/22	Trevor Eck	3.70	Review, revise K&E retention application re specific disclosures (1.1); research precedent re same (.8); correspond with R. Jacobson, B. Nakhaimousa, and J. Ryan re same and timeline, next steps (.3); review, analyze conflicts reports re conflicts disclosures (1.0); research local rules re interim fee application issue (.4); correspond with J. Ryan re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/22	Rob Jacobson	1.40	Review, comment on retention application (.9); correspond with B. Nakhaimousa, K&E team re same (.5).
12/14/22	Sarah R. Margolis	0.20	Review, analyze retention application.
12/14/22	Alex McCammon	0.40	Correspond with Company re K&E retention, draft budget and staffing memorandum (.2); correspond with R. Jacobson re same (.2).
12/14/22	Brian Nakhaimousa	0.30	Correspond with J. Ryan, T. Eck re K&E retention application.
12/14/22	Eric Nyberg	5.00	Research re parties for conflicts searching for creditors and entities (1.5); research re parent Company re creditors and entities (.5); analyze materials re disclosure of creditors and entities re K&E retention application and declaration (3.0).
12/14/22	Christine A. Okike, P.C.	0.30	Telephone conference with R. Jacobson, K&E team re retention.
12/14/22	Jimmy Ryan	2.70	Correspond with R. Jacobson, K&E team re K&E retention application (.2); telephone conference with S. Margolis, K&E team re same (.3); review, analyze potential conflicts for disclosures (1.5); telephone conference with B. Nakhaimousa re same (.3); correspond with B. Nakhaimousa, K&E team re same (.4).
12/14/22	Josh Sussberg, P.C.	0.10	Correspond with K&E team re K&E retention.
12/15/22	Ziv Ben-Shahar	0.80	Review, analyze documents re potential conflicts re K&E retention application.
12/15/22	Michael Y. Chan	2.00	Conduct organization and preparation of parties for conflicts searching for creditors and entities (1.0); conduct parent Company research for creditors and entities (.5); analyze materials re disclosure of creditors and entities (.5).
12/15/22	Trevor Eck	5.40	Review, analyze conflicts reports re potential disclosures (3.9); further analyze conflicts reports re potential disclosures (1.3); conference with J. Ryan re same (.2).
12/15/22	Mike James Koch	0.50	Review, analyze issues re potential parties in interest, conflicts.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/22	Alex McCammon	0.10	Correspond with C. Okike, K&E team re K&E retention application, budget and staffing memorandum.
12/15/22	Eric Nyberg	6.50	Research re parent Company re creditors and entities (.5); research organization and preparation of parties re conflicts search for creditors and entities (.5); analyze matters re disclosure of creditors and entities (3.9); analyze materials re disclosure of same (1.6).
12/15/22	Christine A. Okike, P.C.	2.50	Review K&E retention application.
12/15/22	Jimmy Ryan	0.40	Correspond with T. Eck, K&E team re K&E retention application (.2); office conference with T. Eck re same (.2).
12/15/22	Josh Sussberg, P.C.	0.10	Correspond with A. McCammon re retention application.
12/15/22	Mason N. Zurek	3.10	Draft and revise motion to seal re retention (2.9); correspond with R. Jacobson re same (.2).
12/16/22	Ziv Ben-Shahar	4.10	Review, analyze issues, conflicts re K&E retention application (3.8); correspond with T. Eck, M. Koch, K&E team re same (.3).
12/16/22	Michael Y. Chan	5.00	Conduct analysis for disclosure of creditors and entities (1.5); draft schedules 1 & 2 for declaration re contested bankruptcy matter (3.5).
12/16/22	Trevor Eck	9.40	Review, revise K&E retention application (1.8); research re redaction issues (1.4); correspond with B. Nakhaimousa re same (.2); review, analyze conflicts reports re workstream division (.4); correspond with J. Ryan, K&E team re same (.2); review, revise conflicts report master materials re compilation (.3); review, analyze conflicts reports re potential disclosures (5.1).
12/16/22	David Hackel	4.30	Review, analyze conflicts reports (3.9); correspond with T. Eck, K&E team re same (.4).
12/16/22	Rob Jacobson	2.70	Correspond with Cole Schotz team re retention applications (.3); comment on parties in interest list (.8); correspond with A. McCammon, K&E team re M&A counterparties (.3); review, comment on K&E retention application (1.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Mike James Koch	5.10	Review, analyze issues re potential parties in interest, conflicts (3.8); correspond with K&E team re same (1.3)
12/16/22	Brian Nakhaimousa	1.80	Correspond with R. Jacobson re K&E retention considerations (.2); review, analyze precedent re same (.6); correspond with R. Jacobson, K&E team re retention application, corresponding schedules (.3); review, revise retention application (.5); correspond with T. Eck re same (.2).
12/16/22	Eric Nyberg	7.00	Conduct analysis for disclosure of creditors and entities (3.5); draft redacted and unredacted schedules 2 for declaration (3.5).
12/16/22	Isabella J. Parette	2.10	Review, analyze reports re conflicts (1.8); correspond with T. Eck re same (.3).
12/16/22	Francis Petrie	0.90	Review K&E retention application (.7); correspond with R. Jacobson, K&E team re same (.2).
12/17/22	Trevor Eck	4.20	Review, revise K&E retention application re specific disclosures (.6); research re same (1.4); correspond with R. Jacobson, B. Nakhaimousa re same (.2); review, revise conflicts report materials re specific disclosures (1.9); telephone conference with B. Nakhaimousa re same (.1).
12/17/22	Rob Jacobson	2.60	Review, comment on K&E retention application (1.3); review, analyze retention report results (.8); correspond with B. Nakhaimousa, K&E team re same (.3); correspond with BRG team re parties in interest list (.2).
12/17/22	Mike James Koch	0.30	Review docket and compile materials re notice of appearance materials.
12/17/22	Brian Nakhaimousa	2.50	Review, revise K&E retention application (2.3); correspond with R. Jacobson, K&E team re same (.2).
12/17/22	Jimmy Ryan	0.40	Correspond with T. Eck, K&E team re K&E retention application.
12/17/22	Mason N. Zurek	1.50	Revise motion to seal K&E application (.7); correspond with R. Jacobson re same (.3); review precedent re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/18/22	Trevor Eck	2.70	Correspond with R. Jacobson, B. Nakhaimousa re potential specific disclosure (.1); review, revise K&E retention application (1.5); research re potential one-percent shareholder specific disclosure (.9); correspond with R. Jacobson, B. Nakhaimousa re same (.2).
12/18/22	Susan D. Golden	2.10	Review and revise K&E retention application (2.0); correspond with B. Nakhaimousa with comments to same (.1).
12/18/22	Rob Jacobson	0.90	Review, comment on K&E retention application.
12/18/22	Rob Jacobson	3.10	Review, revise motion to seal retention schedules (1.2); review, analyze issues re same (.9); correspond with M. Zurek, K&E team re same (.4); correspond with HB, Walkers, Cole Schotz teams re same (.6).
12/18/22	Brian Nakhaimousa	3.50	Review, revise K&E retention application (2.9); correspond with R. Jacobson, K&E team re same (.5); correspond with Moelis, conflicts team, R. Jacobson re PII list (.1).
12/18/22	Christine A. Okike, P.C.	0.60	Review K&E retention application.
12/18/22	Josh Sussberg, P.C.	0.30	Review K&E retention application and comment on same.
12/18/22	Mason N. Zurek	1.80	Correspond with K&E, HB teams re redaction (.2); draft and revise declaration re motion to seal (1.3); correspond with R. Jacobson, F. Petrie, HB re same (.3).
12/19/22	Michael Y. Chan	4.00	Draft schedules 1 and 2 re declaration (2.0); review correspondence re conflicts replies (2.0).
12/19/22	Marta Dudyan	1.50	Conduct analysis for disclosure of creditors and entities.
12/19/22	Trevor Eck	2.80	Review, revise K&E retention application (2.1); correspond with R. Jacobson, B. Nakhaimousa and K&E team re same (.2); review, analyze conflicts reports re potential disclosures (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Rob Jacobson	5.20	Review, comment on K&E retention application (2.3); correspond with B. Nakhaimousa, K&E team re same (.6); review, comment on parties in interest list, related schedules (.9); review, revise motion to seal retention applications (1.1); correspond with B. Nakhaimousa, K&E team, Cole Schotz team re same (.3).
12/19/22	Mike James Koch	2.80	Review, analyze reports re conflicts considerations.
12/19/22	Brian Nakhaimousa	2.10	Review, revise K&E retention application (1.9); correspond with T. Eck, K&E team re same (.2).
12/19/22	Eric Nyberg	4.00	Draft schedules 1 and 2 to retention declaration (3.5); draft conflicts surveys (.5).
12/19/22	Francis Petrie	0.90	Correspond with B. Nakhaimousa, K&E team re retention application (.6); review and revise same (.3).
12/19/22	Francis Petrie	1.40	Review and revise motion to seal confidential parties re retention application (.9); correspond with R. Jacobson, K&E team re same (.2); arrange for filing of same (.3).
12/19/22	Jimmy Ryan	2.50	Correspond with M. Koch, K&E team re K&E retention application (.8); review, revise, analyze disclosure schedules re same (1.7).
12/19/22	Mason N. Zurek	1.00	Correspond with R. Jacobson, K&E team, HB, CS teams re motion to seal, filing.
12/20/22	Michael Y. Chan	0.50	Conduct analysis for disclosure of creditors and entities.
12/20/22	Marta Dudyan	1.00	Review correspondence from M. Chan re parties in interest list (.3); conduct analysis for disclosure of creditors and entities re K&E retention application and related declaration in support (.7).
12/20/22	Trevor Eck	1.50	Review, analyze conflicts reports re specific disclosures (1.3); revise conflicts materials re same (.2).
12/20/22	Rob Jacobson	3.00	Review, analyze retention schedules (.7); comment on same (.5); review, analyze party in interest list (.7); correspond with M. Koch, K&E team re same (.9); correspond with HB, BRG, Cole Schotz teams re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Mike James Koch	2.60	Review, analyze reports re conflicts considerations.
12/20/22	Sarah R. Margolis	0.20	Correspond with R. Jacobson, K&E ethical wall re conflicts.
12/20/22	Brian Nakhaimousa	0.60	Review, revise K&E retention application (.3); correspond with R. Jacobson, K&E team re K&E retention application matters (.3).
12/20/22	Eric Nyberg	6.00	Research re parties for conflicts search (3.2); draft schedules 1 and 2 re declaration (2.8).
12/20/22	Francis Petrie	0.50	Correspond with R. Jacobson, Company re declarations and filing status of retention applications (.3); correspond with J. Ryan, K&E team re retention applications (.2).
12/20/22	Jimmy Ryan	0.30	Correspond with R. Jacobson, K&E team re K&E retention application.
12/21/22	Trevor Eck	0.50	Review, revise re conflicts report master materials (.3); correspond with B. Nakhaimousa re same (.1); review, analyze disclosure schedules (.1).
12/21/22	Rob Jacobson	4.00	Review, comment on K&E retention application (2.3); review, revise parties in interest list (.6); correspond with B. Nakhaimousa, K&E retention team, advisors re same (.6); review, analyze retention issues re same (.5).
12/21/22	Mike James Koch	0.90	Review, analyze materials re conflicts considerations.
12/21/22	Brian Nakhaimousa	1.00	Review, revise K&E retention application (.8); correspond with R. Jacobson re retention schedules (.2).
12/21/22	Eric Nyberg	0.50	Review correspondence with R. Jacobson, K&E team re parties in interest list for K&E retention application and related declaration in support.
12/21/22	Francis Petrie	0.90	Review and revise K&E retention application (.4); correspond with B. Nakhaimousa, K&E team re same (.2); review correspondence re same (.3).
12/22/22	Trevor Eck	0.30	Review, revise K&E retention application re filing preparation.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074357

BlockFi Inc.

Matter Number:

54119-20

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Rob Jacobson	4.10	Review, analyze disclosures re retention application (.8); review, comment on retention application (1.4); correspond with advisors re retention applications (.7); correspond with B. Nakhaimousa, K&E team re retention application, declaration (.3); review, analyze retention application (.6); review, analyze precedent re same (.3).
12/22/22	Mike James Koch	0.60	Review, analyze disclosures re conflicts considerations.
12/22/22	Brian Nakhaimousa	2.10	Review, analyze, reports re potential conflict considerations (.7); review, revise K&E retention application (.9); correspond with R. Jacobson, F. Petrie re same (.2); prepare for filing (.3).
12/22/22	Eric Nyberg	0.50	Draft, review schedules 1 & 2 for K&E retention declaration.
12/22/22	Francis Petrie	1.20	Review, revise K&E retention application (.7); arrange for filing of application (.3); correspond with Cole Schotz team re same (.2).
Total		345.50	

Document Page 225 of 840
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074358
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 100,456.00

Total legal services rendered

\$ 100,456.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.70	660.00	462.00
Julia R. Foster	1.50	405.00	607.50
Rob Jacobson	27.80	1,035.00	28,773.00
Mike James Koch	8.90	660.00	5,874.00
Brian Nakhaimousa	24.00	910.00	21,840.00
Christine A. Okike, P.C.	6.20	1,640.00	10,168.00
Isabella J. Paretti	3.60	660.00	2,376.00
Francis Petrie	12.10	1,170.00	14,157.00
Jimmy Ryan	6.90	795.00	5,485.50
Michael B. Slade	0.80	1,645.00	1,316.00
Luke Spangler	4.90	295.00	1,445.50
Josh Sussberg, P.C.	0.70	1,845.00	1,291.50
Lydia Yale	1.60	295.00	472.00
Mason N. Zurek	6.80	910.00	6,188.00
TOTALS	106.50		\$ 100,456.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Julia R. Foster	0.60	Research precedent re consultant retention applications.
12/01/22	Jimmy Ryan	1.00	Correspond with F. Petrie, K&E team re consultant retention (.3); research re same (.7).
12/01/22	Luke Spangler	0.90	Research precedent re consultant retention applications.
12/01/22	Josh Sussberg, P.C.	0.20	Telephone conference with F. Petrie, K&E team re consultant retention.
12/02/22	Julia R. Foster	0.90	Research precedent re communications consultant retention applications (.6); correspond with K&E team re same (.3).
12/02/22	Francis Petrie	0.60	Correspond with J. Ryan, K&E team re consultant retention application.
12/02/22	Jimmy Ryan	0.10	Correspond with F. Petrie, K&E team re consultant retention.
12/02/22	Luke Spangler	2.30	Research precedent re consultant retention (1.1); draft same (1.2).
12/02/22	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie, K&E team re consultant retention.
12/03/22	Brian Nakhaimousa	0.20	Correspond with J. Ryan re retention applications.
12/03/22	Francis Petrie	0.40	Correspond with J. Sussberg, K&E team re professional retention applications.
12/03/22	Jimmy Ryan	3.00	Draft consultant retention application (2.7); review, analyze precedent re same (.3).
12/04/22	Rob Jacobson	2.40	Review, comment on consultant retention application.
12/04/22	Francis Petrie	0.50	Review and revise consultant retention application.
12/04/22	Jimmy Ryan	2.00	Correspond with R. Jacobson, K&E team re consultant retention application (.4); review, revise same (1.6).
12/05/22	Mike James Koch	1.80	Draft application to retain investment banker, exhibits (1.7); correspond with R. Jacobson re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/05/22	Francis Petrie	0.80	Telephone conference with CS, BRG, HB teams re retention process (.4); correspond with R. Jacobson, K&E team re conflicts process, application timing (.4).
12/05/22	Jimmy Ryan	0.80	Review, revise consultant retention application (.5); correspond with F. Petrie, K&E team re same (.3).
12/05/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re consultant retention application.
12/06/22	Rob Jacobson	1.80	Review, comment on Moelis retention application.
12/06/22	Mike James Koch	2.00	Review, revise application to retain investment banker.
12/15/22	Luke Spangler	1.70	Draft omnibus motion to seal re retention applications.
12/17/22	Mike James Koch	0.20	Review, revise pleadings re retention of investment banker.
12/19/22	Mike James Koch	1.50	Draft declaration in support of application to retain investment banker (.3); review, revise retention application re same (1.2).
12/19/22	Christine A. Okike, P.C.	1.10	Review motion to seal confidential parties re retention disclosures.
12/19/22	Mason N. Zurek	1.10	Correspond with R. Jacobson, M. Koch re Moelis declaration (.4); review and revise same (.7).
12/21/22	Rob Jacobson	2.50	Review, comment on Moelis retention application (1.4); correspond with M. Zurek, K&E team, Moelis team re same (.4); review, revise Moelis retention application re same (.7).
12/21/22	Francis Petrie	0.40	Review Moelis declaration in support of the sealing motion.
12/21/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re BRG retention.
12/21/22	Mason N. Zurek	1.90	Correspond with R. Jacobson, K&E, Moelis, HB teams re Moelis retention application (1.3); review and revise same (.6).
12/21/22	Mason N. Zurek	1.00	Review and revise motion to seal M&A counterparties re professional retention applications (.8); correspond with R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Rob Jacobson	3.00	Review, comment on Moelis retention application (1.2); correspond with C. Morris re retention matters (.8); correspond with F. Petrie, K&E team re same (.3); review, analyze issues re same (.7).
12/22/22	Brian Nakhaimousa	3.50	Review, revise BRG retention application.
12/22/22	Isabella J. Paretti	1.60	Research case law re retention related matters, considerations (1.3); conference with B. Nakhaimousa re same (.1); correspond with B. Nakhaimousa re same (.2).
12/22/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re BRG retention.
12/22/22	Michael B. Slade	0.80	Telephone conference with Berkeley Research Group and others re retention application and review same.
12/22/22	Mason N. Zurek	1.30	Review Moelis retention application (.6); correspond with R. Jacobson, K&E, Moelis teams re same (.7).
12/23/22	Rob Jacobson	5.30	Review, revise BRG retention application (3.2); review, analyze precedent re same (.8); correspond with B Nakhaimousa, K&E team, BRG team re same (.3); review, comment on Moelis retention application (.7); correspond with Cole Schotz, B. Nakhaimousa, K&E team re filing re same (.3).
12/23/22	Brian Nakhaimousa	2.30	Review, revise BRG retention application (2.1); correspond with R. Jacobson re same (.1); conference with R. Jacobson re same (.1).
12/23/22	Isabella J. Paretti	1.10	Correspond with B. Nakhaimousa re chief restructuring officer retention application (.2); research case law re same (.2); review draft retention application re same (.2); conference with B. Nakhaimousa re same (.5).
12/23/22	Francis Petrie	1.10	Review BRG retention application (.6); correspond with R. Jacobson, K&E team re process, same (.5).
12/23/22	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re BRG retention and CRO delegation.
12/23/22	Mason N. Zurek	0.60	Correspond with B. Nakhaimousa, K&E team, Moelis re Moelis retention application.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/26/22	Rob Jacobson	2.50	Review, comment on BRG retention application (2.2); telephone conferences with B. Nakhaimousa re same (.3).
12/26/22	Brian Nakhaimousa	4.00	Review, revise BRG retention application (3.6); correspond with R. Jacobson, F. Petrie, C. Okike re same (.4).
12/26/22	Christine A. Okike, P.C.	1.90	Review BRG retention application (1.6); analyze issues re same (.3).
12/26/22	Isabella J. Paretti	0.50	Correspond with B. Nakhaimousa re BRG retention application (.1); research case law re same (.4).
12/26/22	Francis Petrie	1.00	Review materials and correspond re BRG retention application.
12/27/22	Mason N. Zurek	0.90	Correspond with R. Jacobson, F. Petrie re declaration in support of sealing and redaction of professional retention applications (.3); review and revise same (.5); correspond with F. Petrie, R. Jacobson, J. Chavez re same (.1).
12/28/22	Trevor Eck	0.70	Review, analyze precedent re BRG retention (.6); telephone conference with B. Nakhaimousa re same (.1).
12/28/22	Rob Jacobson	3.20	Review, comment on BRG retention application (1.2); analyze issues re same (.9); conference with Cole Schotz, BRG, B. Nakhaimousa, K&E teams re same (.5); prepare for same (.1); conference with B. Nakhaimousa re same (.3); correspond with B. Nakhaimousa, K&E team re same (.2).
12/28/22	Mike James Koch	1.50	Research case law re J. Alix Protocol (1.3); correspond with B. Nakhaimousa re same (.2).
12/28/22	Brian Nakhaimousa	6.10	Review, revise BRG retention application (3.6); conference with BRG re same (.3); conference with R. Jacobson re same (.2); conference with C. Okike, BRG, CS re same (.5); further review, revise same (.4); correspond with R. Jacobson re same (.4); research issues re same (.3); conference with M. Koch re same (.3); correspond with M. Koch re same (.1).
12/28/22	Christine A. Okike, P.C.	2.10	Analyze BRG retention issues (.5); review BRG retention application (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/28/22	Isabella J. Paretti	0.40	Conference with B. Nakhaimousa re BRG retention application.
12/28/22	Francis Petrie	2.70	Telephone conferences with CS, BRG re BRG retention application status (.6); review and revise form of BRG application (1.3); correspond with B. Nakhaimousa, K&E team re same (.8).
12/28/22	Lydia Yale	1.60	Draft BRG retention application.
12/29/22	Rob Jacobson	2.50	Review, comment on BRG retention application (1.3); analyze issues re same (.8); correspond with BRG, F. Petrie, K&E teams re same (.4).
12/29/22	Mike James Koch	1.10	Review, revise BRG application to employ chief restructuring officer (.6); research re same (.2); correspond with B. Nakhaimousa re same (.3).
12/29/22	Brian Nakhaimousa	2.80	Review, revise BRG retention application (2.4); correspond with F. Petrie, K&E team, BRG, CS re same (.4).
12/29/22	Francis Petrie	1.50	Review and revise BRG retention application (1.0); correspond with R. Jacobson, K&E team re same (.3); correspond with Cole Schotz team re same (.1); correspond with BRG re status (.1).
12/30/22	Rob Jacobson	4.60	Review, comment on BRG retention application (1.6); correspond with B. Nakhaimousa, K&E team re same (.5); review, comment on BRG retention application re same (.9); analyze issues, engagement letter re same (.7); correspond with F. Petrie, B. Nakhaimousa, K&E team re same (.4); coordinate filing of BRG retention application (.5).
12/30/22	Mike James Koch	0.80	Research case law re J. Alix Protocol (.6); correspond with B. Nakhaimousa re same (.2).
12/30/22	Brian Nakhaimousa	5.10	Review, revise BRG retention application (3.4); correspond with BRG, CS, F. Petrie, K&E team re same (.6); conference with BRG re same (.3); further review, revise retention application (.3); conference with CS re retention application (.2); prepare retention application re filing (.3).
12/30/22	Christine A. Okike, P.C.	1.10	Review BRG retention application.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074358

BlockFi Inc.

Matter Number:

54119-21

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/22	Francis Petrie	2.60	Review and revise BRG retention application (1.7); correspond with B. Nakhaimousa, K&E team re same (.5); correspond with B. Nakhaimousa, K&E team re filing same (.4).
Total		106.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074359
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 21,692.00

Total legal services rendered

\$ 21,692.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.00	660.00	660.00
Steven M. Cantor	2.20	1,305.00	2,871.00
Kate Vera Coverdale, P.C.	0.30	1,425.00	427.50
Trevor Eck	3.60	660.00	2,376.00
Rob Jacobson	2.20	1,035.00	2,277.00
Katherine Karnosh	1.60	840.00	1,344.00
Brian Nakhaimousa	1.20	910.00	1,092.00
Christine A. Okike, P.C.	0.30	1,640.00	492.00
Isabella J. Paretti	1.00	660.00	660.00
Francis Petrie	1.10	1,170.00	1,287.00
Jimmy Ryan	3.70	795.00	2,941.50
Anthony Vincenzo Sexton, P.C.	2.80	1,490.00	4,172.00
Mason N. Zurek	1.20	910.00	1,092.00
TOTALS	22.20		\$ 21,692.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Trevor Eck	3.60	Research precedent re NOL talking points (1.6); draft talking points re same (2.0).
11/28/22	Rob Jacobson	1.30	Review, revise NOL motion and related notices.
11/29/22	Brian Nakhaimousa	0.20	Conference with IRS re wages questions.
11/29/22	Isabella J. Paretti	1.00	Conference with B. Nakhaimousa and IRS re employee tax matters (.3); review, draft notes re 941 forms and tax identification numbers (.3); correspond with BRG re same (.3); correspond with F. Petrie re same (.1).
11/29/22	Jimmy Ryan	0.60	Correspond with F. Petrie, K&E team re NOL order (.4); review, revise same (.2).
12/01/22	Rob Jacobson	0.90	Review, comment on NOL notice re publication (.6); correspond with F. Petrie K&E team re same (.3).
12/01/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re NOL notice and publication.
12/01/22	Jimmy Ryan	1.60	Correspond with F. Petrie, K&E team, Kroll team, and publisher re notice of interim NOL order (.7); draft same (.9).
12/02/22	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team, and publisher re publication of notice of interim NOL order.
12/07/22	Anthony Vincenzo Sexton, P.C.	0.50	Review and analyze case documents re tax issues.
12/08/22	Steven M. Cantor	0.20	Telephone conference with Deloitte, A. Sexton, K&E team re option tax issues.
12/08/22	Kate Vera Coverdale, P.C.	0.30	Telephone conference with A. Sexton re option tax issue.
12/08/22	Anthony Vincenzo Sexton, P.C.	1.10	Telephone conference with Company re option tax issues (.5); telephone conference with F. Petrie, K&E team re same (.3); review supporting documents re same (.3).
12/13/22	Francis Petrie	0.30	Correspond with S. Cantor, K&E team re status (.2); correspond with Company re tax diligence (.1).
12/14/22	Anthony Vincenzo Sexton, P.C.	0.30	Review equity trading motion issue.
12/15/22	Steven M. Cantor	0.20	Review NOL motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Steven M. Cantor	0.40	Review shareholder information for substantial shareholder declarations.
12/16/22	Katherine Karnosh	1.60	Review and compile 5% ownership information.
12/16/22	Anthony Vincenzo Sexton, P.C.	0.30	Review equity trading motion issue.
12/17/22	Steven M. Cantor	0.50	Review shareholder information re equity trading motion.
12/17/22	Anthony Vincenzo Sexton, P.C.	0.20	Review equity trading motion issue.
12/19/22	Ziv Ben-Shahar	1.00	Research, analyze issues re stock ownership, net operating losses.
12/19/22	Brian Nakhaimousa	0.40	Review tax documents (.3); correspond with IRS re same (.1).
12/19/22	Francis Petrie	0.30	Correspond with M. Zurek, K&E team re tax issues (.2); correspond re NOL order service (.1).
12/19/22	Jimmy Ryan	1.30	Review, analyze diligence materials re tax considerations.
12/19/22	Anthony Vincenzo Sexton, P.C.	0.20	Review equity trading motion issue.
12/19/22	Mason N. Zurek	1.20	Correspond with F. Petrie, K&E team re tax questions (.3); research same (.6); draft responses re same (.3).
12/20/22	Steven M. Cantor	0.90	Correspond with A. Sexton, K&E team re NOL motion.
12/20/22	Brian Nakhaimousa	0.30	Conference with IRS re tax matters (.2); correspond with same re same (.1).
12/20/22	Christine A. Okike, P.C.	0.30	Correspond with Company re tax matters.
12/20/22	Anthony Vincenzo Sexton, P.C.	0.20	Review equity trading motion issue.
12/27/22	Brian Nakhaimousa	0.20	Correspond with BRG, F. Petrie re IRS correspondence.
12/28/22	Brian Nakhaimousa	0.10	Review, revise final NOL order.
Total		22.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074360
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 32,350.00

Total legal services rendered

\$ 32,350.00

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074360

BlockFi Inc.

Matter Number:

54119-23

Non-Working Travel

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Erin Bishop	3.70	1,035.00	3,829.50
Richard U. S. Howell, P.C.	2.20	1,435.00	3,157.00
Rob Jacobson	4.80	1,035.00	4,968.00
Alex McCammon	5.40	1,170.00	6,318.00
Francis Petrie	2.00	1,170.00	2,340.00
Margaret Reiney	1.60	1,035.00	1,656.00
Laura K. Riff	2.80	1,245.00	3,486.00
Michael B. Slade	3.00	1,645.00	4,935.00
Josh Sussberg, P.C.	0.90	1,845.00	1,660.50
TOTALS	26.40		\$ 32,350.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/22	Richard U. S. Howell, P.C.	2.20	Travel from Chicago, IL to New York, NY re first day hearing (1.1) (billed at half time); travel from New York, NY to Chicago, IL re return from same (1.1) (billed at half time).
11/29/22	Rob Jacobson	1.80	Travel from New York, NY to Trenton, NJ re first day hearing (.8) (billed at half time); travel from Trenton, NJ to New York, NY following first day hearing (1.0) (billed at half time).
11/29/22	Alex McCammon	1.90	Travel from New York, NY to Trenton, NJ re first day hearing (.9) (billed at half time); travel from Trenton, NJ to New York, NY re return from same (1.0) (billed at half time).
11/29/22	Francis Petrie	2.00	Travel from New York, NY to Trenton, NJ re first day hearing (1.0) (billed at half time); travel from Trenton, NJ to New York, NY re return from same (1.0) (billed at half time).
11/29/22	Margaret Reiney	1.60	Travel from New York, NY to Trenton, NJ re first day hearing (.8) (billed at half time); travel from Trenton, NJ to New York, NY re return from same (.8) (billed at half time).
11/29/22	Michael B. Slade	3.00	Travel from New York, NY to Trenton, NJ re first day hearing (1.5) (billed at half time); travel from Trenton, NJ to New York, NY re return from same (1.5) (billed at half time).
11/29/22	Josh Sussberg, P.C.	0.90	Travel from Trenton, NJ to New York, NY after hearing (billed at half time).
11/30/22	Rob Jacobson	3.00	Travel from New York, NY to Chicago, IL re return from chapter 11 filing and first day hearing (billed at half time).
11/30/22	Alex McCammon	3.50	Travel from New York, NY to Chicago, IL re return from chapter 11 filing and first-day hearing (billed at half time).
12/04/22	Erin Bishop	2.00	Travel from Chicago, IL to New York, NY re Company data collection (billed at half time).
12/04/22	Laura K. Riff	1.30	Travel from Chicago, IL to New York, NY re document collection at Company office (billed at half time).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074360

BlockFi Inc.

Matter Number:

54119-23

Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/22	Erin Bishop	1.70	Travel from New York, NY to Chicago, IL re return from Company data collection (billed at half time).
12/07/22	Laura K. Riff	1.50	Travel from New York, NY to Chicago, IL re return from document collection at Company office (billed at half time).
Total		26.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074361

Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 45,110.00

Total legal services rendered

\$ 45,110.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	4.20	660.00	2,772.00
Rob Jacobson	6.80	1,035.00	7,038.00
Alex McCammon	0.70	1,170.00	819.00
Brian Nakhaimousa	5.50	910.00	5,005.00
Christine A. Okike, P.C.	4.80	1,640.00	7,872.00
Isabella J. Paretti	4.00	660.00	2,640.00
Francis Petrie	13.60	1,170.00	15,912.00
Michael B. Slade	1.80	1,645.00	2,961.00
Mason N. Zurek	0.10	910.00	91.00
TOTALS	41.50		\$ 45,110.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Brian Nakhaimousa	5.00	Research, analyze considerations re U.S. Trustee comments to proposed first day orders (3.0); review, revise orders re same (2.0).
11/29/22	Alex McCammon	0.60	Telephone conference with U.S. Trustee, HB, Cole Schotz, F. Petrie re U.S. Trustee comments on first-day orders (.3); prepare revised orders re same (.3).
11/29/22	Isabella J. Paretti	0.50	Review, analyze U.S. Trustee and SEC language to interim and final orders (.2); conference with B. Nakhaimousa and J. Ryan re same (.3).
11/29/22	Francis Petrie	1.50	Correspond with the U.S. Trustee re objection status, updated orders.
12/01/22	Isabella J. Paretti	0.40	Conference with B. Nakhaimousa first day orders re U.S. Trustee comments.
12/07/22	Alex McCammon	0.10	Correspondence with HB, Cole Schotz re initial debtor interview scheduling.
12/07/22	Isabella J. Paretti	3.10	Review, revise first day pleadings re U.S. Trustee comments (2.6); correspond with R. Jacobson re same (.2); correspond with F. Petrie re same (.1); correspond with B. Nakhaimousa re same (.2).
12/07/22	Francis Petrie	3.00	Correspond with U.S. Trustee re initial debtor interview and associated diligence.
12/13/22	Francis Petrie	0.20	Correspond with U.S. Trustee re contact information, related materials.
12/15/22	Christine A. Okike, P.C.	1.70	Telephone conference with BRG, Cole Schotz, HB, and K&E teams re initial debtor interview (.5); telephone conference with Company, HB, and K&E teams re U.S. Trustee's questions re UCC questionnaires (.5); revise responses re same (.7).
12/15/22	Francis Petrie	0.50	Correspond with HB, K&E team, Company re UCC formation and related diligence.
12/19/22	Francis Petrie	0.40	Correspond with K&E team re U.S. Trustee communications (.2), correspond with same re committee formation and 341 conference (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/20/22	Rob Jacobson	0.80	Review, analyze KERP documents re U.S. Trustee request (.4); correspond with F. Petrie and K&E team, Cole Schotz teams re same (.4).
12/20/22	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team re U.S. Trustee diligence (.2); correspond with Cole Schotz re same (.2).
12/22/22	Christine A. Okike, P.C.	2.30	Attend initial debtor interview.
12/22/22	Francis Petrie	2.10	Attend initial debtor telephone conference interview.
12/22/22	Michael B. Slade	1.80	Attend initial debtor interview.
12/22/22	Mason N. Zurek	0.10	Correspond with R. Jacobson, K&E team re U.S. Trustee comments to proposed orders.
12/23/22	Francis Petrie	1.60	Correspond with R. Jacobson, K&E team re follow up diligence from initial debtor interview (.4); review materials re same (.3); correspond re additional diligence and objection deadlines (.4); review materials re follow up questions (.5).
12/26/22	Christine A. Okike, P.C.	0.80	Review monthly operating report (.3); correspond with Company, HB, and F. Petrie, K&E teams re same (.5).
12/26/22	Francis Petrie	1.00	Correspond with C. Okike, K&E team, U.S. Trustee, BRG re monthly operating report.
12/27/22	Trevor Eck	1.40	Draft responses re U.S. Trustee follow up diligence from initial debtor interview.
12/27/22	Brian Nakhaimousa	0.50	Prepare responses re U.S. Trustee follow up diligence.
12/28/22	Trevor Eck	0.60	Review, revise responses re U.S. Trustee follow up diligence from initial debtor interview.
12/28/22	Rob Jacobson	1.20	Review, comment on final first day orders re U.S. Trustee comments (.7); correspond with F. Petrie, K&E team re same (.4); correspond with Haynes and Boone team re same (.1).
12/28/22	Rob Jacobson	1.10	Review, revise first day orders re U.S. Trustee comments (.7); correspond with F. Petrie, K&E team re same (.2); correspond with Haynes and Boone team re same (.2).
12/28/22	Francis Petrie	1.30	Correspond with R. Jacobson, K&E team re U.S. Trustee follow up diligence (.6); draft responses re same (.7).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074361

BlockFi Inc.

Matter Number:

54119-24

U.S. Trustee Communications & Reporting

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/22	Trevor Eck	2.00	Review, revise monthly operating report global notes (1.9); correspond with R. Jacobson, K&E team re same (.1).
12/29/22	Rob Jacobson	3.00	Review, revise monthly operating report global notes (2.1); review, analyze issues re same (.6); correspond with F. Petrie, K&E team re same (.3).
12/29/22	Francis Petrie	0.80	Correspond with R. Jacobson, K&E team re monthly operating reports, global notes (.3); correspond with Company, Berkeley Research Group teams re same (.5).
12/30/22	Trevor Eck	0.20	Review, analyze responses re U.S. Trustee follow up diligence.
12/30/22	Rob Jacobson	0.70	Review, revise final first day orders re U.S. Trustee comments (.6); correspond with Haynes and Boone team re same (.1).
12/30/22	Francis Petrie	0.40	Correspond with Company, CS team re initial debtor interview follow up diligence.
12/30/22	Francis Petrie	0.40	Correspond with Company, Berkeley Research Group re monthly operating report status and filing.
Total		41.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074362
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 279,100.50

Total legal services rendered

\$ 279,100.50

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074362

BlockFi Inc.

Matter Number:

54119-25

Regulatory

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	19.80	1,425.00	28,215.00
Erin Bishop	27.50	1,035.00	28,462.50
Cade C. Boland	13.40	900.00	12,060.00
Megan Bowsher	0.80	365.00	292.00
Megan Buenviaje	35.10	425.00	14,917.50
Nick Guisinger	1.10	265.00	291.50
Meghan E. Guzaitis	2.70	480.00	1,296.00
Ricardo Guzman	15.20	425.00	6,460.00
Shayne Henry	4.50	1,155.00	5,197.50
Aleschia D. Hyde	11.60	900.00	10,440.00
Casey McGushin	0.40	1,195.00	478.00
Laura K. Riff	121.00	1,245.00	150,645.00
Alexandra Schrader	6.30	900.00	5,670.00
Michelle Six	6.50	1,345.00	8,742.50
Michael B. Slade	2.60	1,645.00	4,277.00
Katie J. Welch	1.60	1,035.00	1,656.00
TOTALS	270.10		\$ 279,100.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/22	Bob Allen, P.C.	0.60	Prepare for (.1) and and telephone conference (.4) with Company and L. Riff re custodians and preservation efforts; correspondence with L. Riff and Company re same (.1).
11/29/22	Laura K. Riff	7.80	Prepare for (.2) and attend (1.2) telephone conference with Company re document collection; correspond with B. Allen, K&E team re same and vendor-regulatory issues (2.7); correspond with Sandline and Deloitte re same (2.1); review, analyze documents re same (1.6).
11/29/22	Michelle Six	2.50	Conferences with L. Riff re eDiscovery vendor management (.5); manage document and data collection issues with eDiscovery vendor (.5); coordinate retention of new eDiscovery vendor (1.5).
11/30/22	Bob Allen, P.C.	0.70	Telephone conference with Company, L. Riff, K&E team re collection status and vendor-regulatory issues.
11/30/22	Megan Buenviaje	0.80	Conference re Signal collection (.4); update documentation re same (.4).
11/30/22	Ricardo Guzman	1.30	Conference with Deloitte team and Company re document collection process.
11/30/22	Laura K. Riff	7.20	Prepare for (.2) and attend (1.6) telephone conference with Company re collection of documents and communications responsive to regulatory requests; correspond with D. Wood, B. Allen, K&E team re document collection strategy and vendor-regulatory issues (1.9); telephone conference with B. Allen and M. Slade re same (.4); correspond with Sandline and Deloitte re same (2.3); review, analyze documents re same (.8).
11/30/22	Michelle Six	2.00	Multiple telephone conferences with eDiscovery vendor Sandline re engagement (1.2); telephone conference with L. Riff and new eDiscovery vendor Deloitte to advise on document and data collection (.8).
12/01/22	Erin Bishop	0.40	Telephone conference with M. Six and L. Riff re collections status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/01/22	Megan Buenviaje	0.90	Conference with L. Riff, K&E team re custodian collection scheduling (.4); update documentation re same (.5).
12/01/22	Ricardo Guzman	0.30	Correspond with Deloitte team re document collection for attorney review.
12/01/22	Ricardo Guzman	0.50	Telephone conference with Deloitte team and Company re document collection process.
12/01/22	Laura K. Riff	6.50	Prepare for (.2) and attend (1.6) conferences with Company re document collection for regulatory responses; prepare for and attend conference with Deloitte and Company re same (2.3); review, analyze custodian collection and regulatory response plan (2.4).
12/01/22	Michelle Six	2.00	Conferences (multiple) with eDiscovery vendors re data collection (1.5); telephone conference with L. Riff re eDiscovery vendor strategy (.5).
12/02/22	Bob Allen, P.C.	1.00	Telephone conference with Company re regulatory document requests.
12/02/22	Erin Bishop	0.70	Review, analyze case background re regulatory issues (.4); telephone conference with Company re collections status (.3).
12/02/22	Megan Buenviaje	2.70	Correspond with L. Riff, K&E team re custodian collection telephone conferences (2.0); correspond with L. Riff re production specifications (.7).
12/02/22	Ricardo Guzman	0.50	Conference with Deloitte team re collection and production planning.
12/02/22	Laura K. Riff	10.60	Prepare for (.3) and attend (1.8) conferences with custodians re document collection for regulatory responses; prepare for (.2) and attend (1.1) telephone conferences with Company re same; draft plan for collection of communications from custodians for regulatory responses (2.5); correspond with Deloitte re same (1.1); correspond with R. Guzman, K&E team re same (1.4); review, analyze documents re same (1.8); draft correspondences with M. Slade, K&E team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/22	Ricardo Guzman	1.50	Analyze materials re document collection re attorney review (.5); correspond with Deloitte team re document collection process (.5); correspond with L. Riff re project updates re same (.5).
12/03/22	Laura K. Riff	1.10	Correspond with M. Buenviaje, R. Guzman, K&E team re processing data collected from Company.
12/04/22	Erin Bishop	0.80	Review, analyze document collections status (.4); review, analyze requests re same (.4).
12/04/22	Laura K. Riff	1.80	Draft plan for reviewing documents re regulatory responses (.8); correspond with M. Buenviaje and R. Guzman re same (.6); correspond with E. Bishop re document collection and same (.4).
12/05/22	Bob Allen, P.C.	1.00	Correspond with Company advisors re collection status (.3); review, analyze Deloitte contract and related issues (.2); telephone conference with Company and co-counsel re FTX litigation and related collections (.5).
12/05/22	Erin Bishop	6.50	Telephone conference with L. Riff, K&E team, Company advisors re production coordination across matters (4.7); conference with L. Riff, K&E team, Company re data collection (1.8).
12/05/22	Ricardo Guzman	0.30	Attend telephone conference with Deloitte and K&E team re collection and production planning.
12/05/22	Laura K. Riff	11.50	Review, analyze Company documents re regulatory production (3.5); correspond with Deloitte re same (.5); conferences with Company, E. Bishop, K&E team re document and communication collections (1.8); Attend conference with HB, Company and Deloitte re same (.5); review, analyze custodian data collections (2.5); correspond with Company re regulatory process (1.2); correspond with E. Bishop, K&E team re requirements for reviewing and producing documents (1.5).
12/05/22	Michael B. Slade	0.50	Review requests for documents re regulatory matters.
12/06/22	Bob Allen, P.C.	0.50	Telephone conference with M. Slade, K&E team re document collection and production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/06/22	Erin Bishop	5.00	Conference with L. Riff, K&E team re productions strategy (.8); conference with Deloitte re same (3.3); conference with L. Riff and M. Buenviaje re same (.6); conference with L. Riff, K&E team, Company re document and correspondence collections (.3).
12/06/22	Megan Buenviaje	2.90	Conference with L. Riff, K&E team re review and production workflow (1.0); correspond with Deloitte and L. Riff re production specifications (.5); prepare, execute and validate production logic (.3); correspond with L. Riff re coding conflicts (.2); attend telephone conference with K&E team, Haynes Boone, and Deloitte re logistics of shared workspace (.3); prepare conference summary (.3); conference with L. Riff and M. Six re same (.3).
12/06/22	Ricardo Guzman	0.50	Perform analysis re document selection for attorney review and workflow updates (.3); correspond with Deloitte, client and team re project updates (.2).
12/06/22	Ricardo Guzman	1.30	Prepare for (.3) and attend (1.0) multiple conference calls with L. Riff and K&E case team and Deloitte re document collection for attorney review.
12/06/22	Laura K. Riff	10.30	Prepare for (.3) and attend (.5) telephone conference with B. Allen, M. Slade and E. Bishop re K&E strategy for responding to regulatory requests ; conference with Company, Deloitte, E. Bishop, K&E team re data collection (3.3); attend telephone conference with M. Slade K&E team re preparing review workspace (.6); attend telephone conference with Company, Deloitte and HB re same (.6); correspond with Company re collection and review of documents for regulatory responses (.7); correspond with M. Buenviaje, K&E team, Deloitte re same (1.0); review, analyze strategy re same (3.3).
12/06/22	Michael B. Slade	1.00	Telephone conference with L. Riff and K&E team re data collection re regulatory matters (.5); telephone conference with Deloitte re same (.5).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074362

BlockFi Inc.

Matter Number:

54119-25

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/07/22	Bob Allen, P.C.	1.40	Telephone conference with SDNY re information requests (.2); telephone conference with Company and M. Slade re same (.5); telephone conference with Company re same (.3); analyze, revise production letters and related correspondence (.3); correspond with E. Bishop, K&E team re same (.1).
12/07/22	Erin Bishop	4.00	Conference with Deloitte re production logistics and strategy (.9); conference with L. Riff, K&E team, Company re data collection (3.1).
12/07/22	Megan Buenviaje	0.70	Prepare documents for production (.5); revise documentation re same (.2).
12/07/22	Ricardo Guzman	0.80	Coordinate with L. Riff and K&E case team re document selection for production and quality control process.
12/07/22	Laura K. Riff	8.00	Draft, revise documents for production to regulators (2.5); conference with Company, E. Bishop, K&E team and Deloitte re data collections for regulators (3.5); prepare for (.3) and attend (.6) telephone conference with Deloitte and Company re data collection ; telephone conference with Company, B. Allen and M. Slade re SDNY response (.5); correspond with Company re document collection, processing and review (.6).
12/08/22	Bob Allen, P.C.	3.30	Prepare for (.7) and attend (1.4) telephone conference with Company re regulatory issues; review, revise production documents re regulatory issues (1.2).
12/08/22	Meghan E. Guzaitis	0.40	Review and post document production to CFTC.
12/08/22	Meghan E. Guzaitis	0.70	Review and post documents re regulatory process.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074362

BlockFi Inc.

Matter Number:

54119-25

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Laura K. Riff	6.40	Prepare for (.1) and attend (1.4) telephone conference with custodians and B. Allen re regulatory issues ; correspond with Company re document collections and reviews (.4); review, analyze documents for production (2.8); correspond with M. Buenviaje, R. Guzman and Deloitte re document review for responding to regulator requests (.6); review, analyze status of document collections and strategy for finalizing same (1.1).
12/09/22	Bob Allen, P.C.	2.40	Telephone conference with Company re regulatory issues (.5); telephone conference with Company, L. Riff and M. Slade re SEC and privilege coordination (.5); telephone conference with external counsel re SEC matter (.5); review, analyze first day declaration and related filings re regulatory issues (.9).
12/09/22	Nick Guisinger	1.10	Compile production cover letters to generate production materials.
12/09/22	Meghan E. Guzaitis	0.50	Prepare materials re document production.
12/09/22	Ricardo Guzman	0.50	Attend conference call with Deloitte and case team re collection and project updates.
12/09/22	Laura K. Riff	7.20	Review, analyze documents for production to regulatory bodies (1.5); participate in telephone conference with B. Allen and custodians re regulatory issues (1.5); correspond with Deloitte re review of documents (.8); draft strategy for collection and document review (1.3); correspond with B. Allen, M. Slade and Company re same (2.1).
12/12/22	Bob Allen, P.C.	0.40	Participate in telephone conference with Company re document collection.
12/12/22	Erin Bishop	0.30	Telephone conference with L. Riff re document review.
12/12/22	Cade C. Boland	0.40	Telephone conference with L. Riff, K&E team re upcoming document review (.3); review materials re upcoming document review (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Megan Buenviaje	5.80	Prepare for (.2) and telephone conference (.8) with L. Riff and R. Guzman re review and production workflows ; update documentation re same (1.0); update review workflow settings (1.0); correspond with Deloitte team re Haynes Boone workspace permissions (1.0); correspond with Deloitte re credentials (1.0); prepare review assignments (.8).
12/12/22	Ricardo Guzman	0.50	Attend telephone conference with L. Riff and M. Buenviaje re project updates and planning.
12/12/22	Laura K. Riff	7.30	Correspond with Deloitte re configuring workspace (1.1); correspond with R. Guzman, K&E team re Company communications re regulatory responses (.8); attend telephone conference with B. Allen and Company re regulatory issues (.5); review, analyze Company communications for production to regulators (1.9); review, analyze diligence materials re same (3.0).
12/12/22	Alexandra Schrader	0.50	Correspond with L. Riff, K&E team re document review and case background.
12/13/22	Bob Allen, P.C.	0.10	Correspond with Company and SEC re subpoena.
12/13/22	Megan Buenviaje	4.40	Prepare privilege domain analysis (.7); conference with L. Riff re same (.2); update privilege search term reports in preparation for attorney review (.6); prepare and manage review assignments (.6); conference with L. Riff re same (.2); update documentation re same (.7); prepare targeted searches for attorney review (.3); attend status telephone conference with Deloitte (.8); prepare summary for attorney review (.3).
12/13/22	Ricardo Guzman	0.50	Telephone conference with Deloitte, Company, and L. Riff, K&E team re project updates and planning.
12/13/22	Shayne Henry	1.00	Correspond with C. McGushin, K&E team re search terms and litigation strategy.
12/13/22	Casey McGushin	0.40	Review, analyze regulatory documents (.2); correspond with S. Henry, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/13/22	Laura K. Riff	4.20	Participate in telephone conference with Company re document productions and communications culling (.7); participate in telephone conference with Deloitte team re status of collections, processing and culling (.9); review, analyze documents for production to regulators (2.6).
12/14/22	Bob Allen, P.C.	2.00	Telephone conference with L. Riff re SEC subpoena (.2); telephone conference with L. Riff, Company re same (1.1); review, revise response to SEC questions and same (.7).
12/14/22	Erin Bishop	0.50	Telephone conference with L. Riff, K&E team re document review strategy.
12/14/22	Cade C. Boland	2.50	Conference with regulators re responsive requests (.3); review documents for responsive communications (2.2).
12/14/22	Megan Buenviaje	6.60	Review re privilege domain analysis (1.0); correspond with L. Riff re same (1.0); revise search term reports re preparation for attorney review (.6); prepare and manage review assignments (1.0); correspond with L. Riff re same (1.0); review documentation re same (.5); draft targeted searches re research re attorney review (1.0); correspond with Deloitte team re workspace updates (.5).
12/14/22	Ricardo Guzman	0.50	Correspond and conference with M. Buenviaje re project updates and planning.
12/14/22	Ricardo Guzman	1.00	Analyze materials re workflow updates for attorney review (.5); correspond with client re project updates and planning (.5).
12/14/22	Laura K. Riff	4.00	Participate in telephone conference with Company and B. Allen re status of productions to regulators, next steps (.8); review, analyze documents for production to regulators (1.5); correspond with R. Guzman, K&E team re reviewing documents for production in response to regulatory bodies' requests (1.1); review, analyze SEC subpoena (.6).
12/14/22	Alexandra Schrader	0.20	Review, analyze document review instructions and coding space.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/22	Michael B. Slade	1.10	Telephone conference with L. Riff, K&E team re document review (.5); telephone conference with J. Mayers and others re regulatory considerations (.6).
12/14/22	Katie J. Welch	0.40	Conference with R. Howell, K&E team re document review protocol.
12/15/22	Bob Allen, P.C.	0.50	Review, revise SEC responses.
12/15/22	Cade C. Boland	5.00	Review documents re responsive communications.
12/15/22	Megan Buenviaje	4.30	Review, revise search term reports in preparation for attorney review (.3); prepare and manage review assignments (.5); correspond with L. Riff re same (.5); revise documentation re same (.5); conference with R. Guzman and L. Riff re review and production workflow (.5); analyze targeted searches re attorney review (2.0).
12/15/22	Ricardo Guzman	0.50	Analyze materials re workflow updates for attorney review and reporting.
12/15/22	Ricardo Guzman	0.30	Conference with L. Riff and M. Buenviaje re project updates and planning.
12/15/22	Shayne Henry	0.50	Analyze strategy re document review and search terms for regulatory document review.
12/15/22	Aleschia D. Hyde	2.50	Conference with L. Riff, K&E team re document review and case updates (.5); review, analyze communications and regulatory documents (2.0).
12/15/22	Aleschia D. Hyde	1.50	Review, analyze communications and regulatory documents.
12/15/22	Laura K. Riff	5.10	Participate in telephone conference with Deloitte re status of document collections, processing, and culling (.8); participate in telephone conference with R. Guzman, K&E team re same (.9); review, analyze documents for production to regulators (1.5); draft, revise review process for response (1.9).
12/15/22	Alexandra Schrader	0.40	Correspond with L. Riff re case background and document review (.3); review, revise correspondence and background materials re same (.1).
12/15/22	Katie J. Welch	1.20	Review, analyze documents in preparation for production to regulatory bodies.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Bob Allen, P.C.	0.80	Telephone conference with L. Riff re production and privilege issues (.5); review, revise SEC information requests re same (.3).
12/16/22	Erin Bishop	0.30	Review, analyze Company communications re responsiveness and privilege.
12/16/22	Cade C. Boland	2.60	Review documents re responsive communications.
12/16/22	Megan Buenviaje	5.00	Review workflow assignments re updates (1.0); correspond with L. Riff re same (1.0); revise documentation re same (1.0); review workflow settings re same (1.0); correspond with Deloitte re encrypted files (1.0).
12/16/22	Ricardo Guzman	0.50	Correspond with L. Riff, K& E team re workflow updates for attorney review.
12/16/22	Shayne Henry	0.50	Analyze, review strategy re document review and search terms (.3); correspond with L. Riff, K&E team re same (.2).
12/16/22	Aleschia D. Hyde	3.00	Review, analyze documents re regulatory issues.
12/16/22	Laura K. Riff	6.10	Draft correspondence to Company re status of document collection, processing and production (.5); correspond with Deloitte re same (.9); review, analyze documents for production to regulators (1.9); telephone conference with B. Allen re same (.3); draft, revise document review and processing strategy (2.5).
12/18/22	Bob Allen, P.C.	1.80	Review and revise response to SEC information requests and associated documents (1.5); draft FOIA letter for production (.3).
12/18/22	Erin Bishop	1.40	Review, analyze regulatory documents for responsiveness and privilege.
12/18/22	Aleschia D. Hyde	3.20	Review, analyze documents re regulatory issues.
12/18/22	Laura K. Riff	0.40	Correspond with HB re document collection coordination, strategy, and next steps.
12/18/22	Alexandra Schrader	1.90	Review, analyze documents for responsiveness and privilege.
12/19/22	Erin Bishop	0.70	Review, analyze documents for responsiveness and privilege re regulatory production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Cade C. Boland	2.30	Review documents re responsive communications.
12/19/22	Ricardo Guzman	0.50	Correspond with Deloitte team re production updates and planning
12/19/22	Shayne Henry	0.20	Correspond with M. Slade, K&E team re search terms and document review.
12/19/22	Aleschia D. Hyde	1.00	Review, analyze documents for responsiveness and privilege re regulatory production.
12/19/22	Laura K. Riff	4.00	Prepare for and attend telephone conference with HB, Company, Deloitte and M. Slade re privilege and coordinating document collection and review work streams (.5); review, analyze, revise documents for production to regulators (3.5).
12/20/22	Bob Allen, P.C.	0.50	Review, revise SEC response and related correspondence with L. Riff, K&E team.
12/20/22	Erin Bishop	0.20	Review and analyze documents re privilege designation.
12/20/22	Cade C. Boland	0.60	Review documents re responsive communications.
12/20/22	Megan Buenviaje	1.00	Review regulatory document requests (.7); correspond with L. Riff and R. Guzman re same (.3).
12/20/22	Ricardo Guzman	0.50	Conference with Deloitte re project updates.
12/20/22	Shayne Henry	1.40	Review materials re proposed search terms and issue tags (1.0); correspond with L. Riff re same (.2); correspond with L. Riff and M. Slade re search terms and document review (.2).
12/20/22	Laura K. Riff	3.00	Prepare for telephone conference with Deloitte re status of document collection and preparation of review workspace (.3); participate in same (.7); review, revise productions of documents re regulatory demands (2.0).
12/20/22	Laura K. Riff	1.40	Correspond with R. Guzman and M. Buenviaje re preparing document review workspace (.5); review, coordinate review protocol re same (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Bob Allen, P.C.	0.90	Correspond with SEC, A. Schrader, K&E team re document production (.2); review, revise document productions re regulatory issues (.4); research re same (.3).
12/21/22	Erin Bishop	0.80	Telephone conference with L. Riff, K&E team re document review strategy (.4); review, analyze documents re responsiveness and privilege re same (.4).
12/21/22	Megan Bowsher	0.30	Review production to regulatory concerns (.1); revise the production materials re same (.2).
12/21/22	Meghan E. Guzaitis	0.60	Review and compile productions re documents.
12/21/22	Ricardo Guzman	1.20	Analyze materials re production process, workflow updates for attorney review and reporting (1.0); correspond with L. Riff re project updates (.2).
12/21/22	Shayne Henry	0.30	Correspond with L. Riff re document review.
12/21/22	Aleschia D. Hyde	0.40	Telephone conference with L. Riff, K&E team re document review strategy.
12/21/22	Laura K. Riff	4.80	Telephone conference with A. Hyde, K&E team re document review strategy (.4); prepare for same (.8); draft review protocol re same (1.4); review, analyze documents re same (2.2).
12/21/22	Alexandra Schrader	3.30	Review, analyze documents for responsiveness and privilege (3.1); correspond with B. Allen, K&E team re document review status and next steps (.2).
12/22/22	Bob Allen, P.C.	0.50	Telephone conference with Company, L. Riff re regulatory response.
12/22/22	Erin Bishop	0.90	Review, analyze documents re responsiveness and privilege.
12/22/22	Megan Bowsher	0.50	Review document productions (.3); revise the production materials re same (.2).
12/22/22	Ricardo Guzman	0.20	Analyze materials re workflow updates for attorney review (.1); correspond with L. Riff re project updates (.1)
12/22/22	Shayne Henry	0.60	Correspond with L. Riff and C. McGushin re document review protocol and issue tags.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/22/22	Laura K. Riff	1.30	Participate in telephone conference with B. Allen, Company re collection and review of documents (.5); correspond with B. Allen, Deloitte team re same (.3); review, revise same (.5).
12/23/22	Bob Allen, P.C.	0.50	Telephone conference with Company, L. Riff, K&E team, B&H.
12/23/22	Erin Bishop	0.50	Review, analyze documents re responsiveness and privilege.
12/23/22	Meghan E. Guzaitis	0.50	Review and compile productions for submission (.4); correspond with R. Guzman, K&E team re same (.1).
12/23/22	Ricardo Guzman	1.00	Analyze materials re production documents and quality control updates (.8); correspond with L. Riff re project updates (.2).
12/23/22	Laura K. Riff	1.00	Correspond with Deloitte re regulatory document collection (.1); review, analyze re same (.1); draft documents re regulatory production (.5); review, analyze production of documents with R. Guzman, K&E team re regulatory mandates (.3).
12/25/22	Bob Allen, P.C.	0.30	Review, revise SEC production letter.
12/26/22	Bob Allen, P.C.	0.40	Draft FOIA letter (.2); review, analyze production of documents re SEC subpoena (.2).
12/26/22	Erin Bishop	2.30	Review, analyze documents re responsiveness re document production requests.
12/27/22	Erin Bishop	2.20	Review, analyze documents re responsiveness re document production requests (1.4); summarize key issues re same (.8).
12/28/22	Bob Allen, P.C.	0.20	Telephone conference with L. Riff re regulatory document.
12/28/22	Ricardo Guzman	0.50	Analyze materials re workflow updates and reporting (.3); correspond with L. Riff re project updates (.2).
Total		270.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074364

Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through December 31, 2022
(see attached Description of Legal Services for detail)

\$ 277,790.50

Total legal services rendered

\$ 277,790.50

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074364

BlockFi Inc.

Matter Number:

54119-29

Wallet Withdrawal Relief

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.40	660.00	924.00
Julia R. Foster	0.60	405.00	243.00
Rob Jacobson	66.10	1,035.00	68,413.50
Mike James Koch	1.00	660.00	660.00
Library Business Research	1.00	405.00	405.00
Sarah R. Margolis	52.00	910.00	47,320.00
Alex McCammon	0.30	1,170.00	351.00
Brian Nakhaimousa	1.00	910.00	910.00
Christine A. Okike, P.C.	22.80	1,640.00	37,392.00
Isabella J. Paretti	98.30	660.00	64,878.00
Francis Petrie	39.10	1,170.00	45,747.00
Michael B. Slade	4.90	1,645.00	8,060.50
Luke Spangler	1.50	295.00	442.50
Josh Sussberg, P.C.	0.90	1,845.00	1,660.50
Lydia Yale	1.30	295.00	383.50
TOTALS	292.20		\$ 277,790.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/22	Brian Nakhaimousa	0.30	Correspond with F. Petrie, Company re wallet motion.
12/01/22	Isabella J. Paretti	2.50	Correspond with R. Jacobson and B. Nakhaimousa re wallet diligence requests (.3); draft, research materials re same (2.2).
12/01/22	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re wallet withdrawal motion.
12/02/22	Isabella J. Paretti	4.40	Review cash management protocols re wallet accounts (.5); research materials re wallet, cryptocurrency (2.2); review filings re same (1.7).
12/03/22	Francis Petrie	0.80	Correspond with R. Jacobson, K&E team re wallet motion, diligence.
12/06/22	Rob Jacobson	0.20	Correspond with I. Paretti re wallet motion.
12/06/22	Isabella J. Paretti	3.50	Draft, revise wallet motion (3.2); correspond with R. Jacobson re same (.3).
12/07/22	Rob Jacobson	1.70	Draft, review, revise communications materials re wallet motion (1.2); correspond with I. Paretti re same (.5).
12/07/22	Brian Nakhaimousa	0.50	Correspond with F. Petrie, R. Jacobson, I. Paretti, Company re wallet motion.
12/07/22	Isabella J. Paretti	2.00	Draft, revise talking points re digital asset wallet and related relief (1.7); correspond with F. Petrie and R. Jacobson re same (.3).
12/07/22	Francis Petrie	2.20	Correspond with R. Jacobson, K&E team re wallet motion and materials (1.5); correspond re wallet notice (.7).
12/08/22	Julia R. Foster	0.60	Draft declaration re wallet withdrawal motion.
12/08/22	Rob Jacobson	6.20	Draft wallet motion (3.1); correspond with F. Petrie, K&E team re same (.6); correspond with BRG team re same (.2); review, revise wallet motion (1.9); correspond with I. Paretti re same (.4).
12/08/22	Brian Nakhaimousa	0.20	Correspond with R. Jacobson re diligence re wallet motion.
12/08/22	Isabella J. Paretti	0.60	Review, revise talking points re digital asset wallet and related relief (.3); correspond with R. Jacobson and F. Petrie re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/08/22	Isabella J. Paretti	0.70	Correspond with R. Jacobson re wallet declaration (.2); review, revise same (.5).
12/08/22	Francis Petrie	0.90	Telephone conference with BRG re wallet motion, mechanics (.5); review and revise communications materials re wallet withdrawals (.4).
12/09/22	Rob Jacobson	7.90	Review, comment on wallet withdrawal motion (3.3); correspond with I. Paretti re same (.4); analyze issues re wallet withdrawal motion (1.9); analyze correspondence from Company, diligence re same (1.5); conference with Company, Haynes and Boone team re same (.6); prepare for same (.2).
12/09/22	Christine A. Okike, P.C.	1.20	Telephone conference with Company, Haynes and Boone, F. Petrie and K&E teams re Wallet motion (.5); analyze Wallet terms of service (.7).
12/09/22	Isabella J. Paretti	4.20	Review, revise declaration re wallet motion (3.4); correspond with R. Jacobson re same (.4); research re same (.4).
12/09/22	Francis Petrie	1.40	Telephone conference with Company re wallet motion diligence (.5); review wallet motion (.9).
12/10/22	Isabella J. Paretti	5.00	Draft declaration re wallet related matters, considerations (2.8); review, revise same (2.0); correspond with R. Jacobson re same (.2).
12/11/22	Sarah R. Margolis	0.20	Review, revise notice re wallet motion.
12/11/22	Francis Petrie	2.00	Review and revise wallet motion.
12/12/22	Rob Jacobson	8.10	Review, revise motion to permit withdrawals of wallet assets (3.9); conferences with F. Petrie, K&E team re same (.6); review, analyze diligence materials re same (1.2); conference with C. Okike, F. Petrie re wallet motion (.5); prepare for same (.3); review, analyze wallet withdrawal issues (.7); review, analyze terms of service re same (.9).
12/12/22	Christine A. Okike, P.C.	4.10	Review and revise wallet motion (3.6); telephone conference with F. Petrie, K&E team re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/22	Isabella J. Paretti	1.30	Research case law re wallet motion (.6); correspond with R. Jacobson re same (.3); conference with R. Jacobson and financial advisors re same (.4).
12/12/22	Isabella J. Paretti	1.30	Review, analyze motion re wallet withdrawal relief (.7); review, revise same (.6).
12/12/22	Francis Petrie	5.40	Telephone conference with Company re wallet data requests (.5); telephone conference with S. Margolis, K&E team re wallet withdrawal motion (.5); review and revise motion re ongoing diligence (2.7); review materials, correspondence re same (1.7).
12/13/22	Rob Jacobson	8.50	Review, revise wallet motion (2.3); correspond with F. Petrie, K&E team, Company re same (.6); review, revise wallet motion re company feedback (3.9); conference with company re same (.5); correspond with F. Petrie, K&E team re wallet motion (.6); review, analyze issues re same (.6).
12/13/22	Christine A. Okike, P.C.	1.30	Review terms and conditions re product lines.
12/13/22	Christine A. Okike, P.C.	1.30	Review wallet motion.
12/13/22	Isabella J. Paretti	1.20	Review, revise declaration re wallet withdrawal relief (1.1); correspond with R. Jacobson re same (.1).
12/13/22	Francis Petrie	2.50	Review and revise wallet motion (1.9); correspond with R. Jacobson, K&E team re same (.6).
12/13/22	Michael B. Slade	0.60	Review pleadings re wallet motion.
12/14/22	Rob Jacobson	3.20	Review, revise wallet withdrawal motion (2.3); telephone conference with Company re same (.4); analyze issues re same (.3); research re same (.2).
12/14/22	Rob Jacobson	0.20	Draft diligence questions re wallet motion re materials.
12/14/22	Sarah R. Margolis	1.20	Review, analyze wallet motion (.5); correspond with R. Jacobson re same (.2); telephone conference with R. Jacobson re same (.2); review, revise same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/14/22	Alex McCammon	0.30	Telephone conference with M. Slade, R. Howell, F. Petrie, R. Jacobson re wallet motion and declaration (.2); prepare for same (.1).
12/14/22	Christine A. Okike, P.C.	2.20	Review wallet motion.
12/14/22	Isabella J. Paretti	1.80	Review, revise declaration re wallet withdrawal relief (1.7); correspond with R. Jacobson re same (.1).
12/14/22	Francis Petrie	3.90	Telephone conference with Company re data requests re wallet motion (.4); review and revise wallet motion, materials (2.8); correspond with S. Margolis, K&E team re same (.7).
12/14/22	Michael B. Slade	1.10	Telephone conference with F. Petrie, K&E team re wallet motion declarant (.4); review draft wallet motion (.7).
12/15/22	Rob Jacobson	1.60	Review, analyze issues, diligence re wallet motion (.7); correspond with F. Petrie, K&E team re declaration re same (.5); review, revise same (.4).
12/15/22	Sarah R. Margolis	8.10	Review, revise wallet motion (3.9); correspond with F. Petrie, R. Jacobson, I. Paretti re same (.4); review, revise declaration re same (3.5); correspond with R. Jacobson re same (.3).
12/15/22	Christine A. Okike, P.C.	0.20	Telephone conference with Walkers, F. Petrie, K&E teams re wallet motion.
12/15/22	Christine A. Okike, P.C.	0.50	Review wallet communications materials.
12/15/22	Isabella J. Paretti	3.10	Conference with S. Margolis re wallet withdrawal relief (.5); review, revise motion re same (1.9); correspond with S. Margolis re same (.7).
12/15/22	Isabella J. Paretti	2.70	Draft declaration re wallet withdrawal relief (2.2); revise same (.3); correspond with R. Jacobson and S. Margolis re same (.2).
12/15/22	Francis Petrie	2.90	Review and revise communications materials re wallet motion (.5); review and revise motion (1.6); correspond with Company, S. Margolis, K&E team re revisions and materials (.8).
12/15/22	Lydia Yale	0.60	Draft a notice re wallet withdrawals.

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074364

BlockFi Inc.

Matter Number:

54119-29

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/22	Rob Jacobson	5.70	Review, revise wallet withdrawal motion (.9); correspond with Company re same (.2); conference with Company, Haynes and Boone team, BRG team re outstanding diligence re wallet motion (.4); prepare for same (.2); conference with Walkers, F. Petrie, K&E team, joint provisional liquidators, Company re wallet withdrawal motion (.9); review, revise wallet withdrawal motion re same (2.3); correspond with Company, Haynes and Boone team, F. Petrie, K&E team re same (.1); review, revise wallet withdrawal motion re joint provisional liquidators input (.7).
12/16/22	Sarah R. Margolis	4.00	Correspond with Cole Schotz re notice motion (.3); review, revise same (1.1); review, revise declaration re wallet motion (1.0); correspond with I. Paretti, R. Jacobson re same (.3); review, revise declaration re wallet motion (1.0); correspond with I. Paretti, R. Jacobson re same (.3).
12/16/22	Christine A. Okike, P.C.	1.60	Telephone conference with Company, Walkers and F. Petrie, K&E teams re wallet motion (1.1); review wallet motion (.5).
12/16/22	Isabella J. Paretti	2.30	Review, revise draft declaration re wallet withdrawal relief (.8); conference with S. Margolis re same (.3); review, analyze declaration in support of wallet withdrawal relief re international, Bermuda considerations (1.0); conference with F. Petrie and R. Jacobson re same (.2).
12/16/22	Francis Petrie	3.30	Review drafts re wallet withdrawal motion and order (.7); telephone conference with joint provisional liquidators, Company, Walkers team re same (.5); review and revise motion re updates (1.2); correspond with R. Jacobson, K&E team re same (.6); telephone conference and correspond with Company re data requests (.3).
12/16/22	Michael B. Slade	0.40	Review pleadings re wallet motion.
12/16/22	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie, K&E team re miscellaneous matters including wallet motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/17/22	Rob Jacobson	2.70	Review, revise wallet withdrawal motion (1.9); review, analyze issues re same (.4) correspond with F. Petrie, K&E team re same (.4).
12/17/22	Sarah R. Margolis	0.30	Review, revise declaration re wallet motion.
12/18/22	Rob Jacobson	4.40	Review, revise wallet withdrawal motion (3.4); correspond with C. Okike, F. Petrie re same (.4); correspond with Company, Walkers, Haynes and Boone re same (.6).
12/18/22	Sarah R. Margolis	3.20	Review, revise wallet motion declaration (3.0); correspond with I. Paretti, R. Jacobson re same (.2).
12/18/22	Christine A. Okike, P.C.	2.70	Review and revise wallet motion (2.3); telephone conference with Walkers re same (.2); telephone conference with Company re same (.2).
12/18/22	Christine A. Okike, P.C.	0.70	Review communications re wallet motion.
12/18/22	Isabella J. Paretti	0.90	Review, revise motion re digital asset related relief (.7); correspond with F. Petrie re same (.2).
12/18/22	Isabella J. Paretti	2.50	Review, revise declaration re updated digital asset related relief (1.5); review motion re same (.6); correspond with R. Jacobson re same (.2); correspond with S. Margolis re same (.2).
12/18/22	Michael B. Slade	1.40	Review, revise inserts re disclosures (.5); review and edit wallet motion (.7); correspond with F. Petrie, K&E team re same (.2).
12/18/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re wallet motion.
12/19/22	Rob Jacobson	1.70	Review, revise wallet motion re filing (.7); correspond with Haynes and Boone team, Cole Schotz team, K&E team re same (.6); correspond with C Street re same (.4).
12/19/22	Sarah R. Margolis	3.20	Review, revise wallet declaration (2.9); correspond with I. Paretti re same (.1); review, analyze wallet motion re same (.2).
12/19/22	Isabella J. Paretti	0.90	Review, revise pleadings re wallet withdrawals (.6); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/19/22	Francis Petrie	4.60	Review and revise wallet withdrawal motion (2.1); correspond with R. Jacobson, K&E team re filing (1.3); review objections and materials (.7); correspond with K&E team re same (.5).
12/19/22	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie, K&E team re wallet motion.
12/20/22	Rob Jacobson	0.60	Conference with S. Margolis, I. Paretti, F. Petrie re wallet withdrawal relief objections, tracker and draft reply (.4); prepare for same (.2).
12/20/22	Rob Jacobson	2.70	Review, comment on declaration in support of wallet withdrawal motion (1.6); review, analyze BlockFi terms re same (.9); correspond with I. Paretti, K&E team re same (.2).
12/20/22	Sarah R. Margolis	6.00	Review, revise wallet declaration (3.2); review, analyze wallet withdrawal relief motion precedent (.5); draft reply (1.0); review, analyze objections to motion, tracker (1.0); correspond with R. Jacobson, I. Paretti re same (.3).
12/20/22	Christine A. Okike, P.C.	1.00	Analyze Wallet motion objections.
12/20/22	Isabella J. Paretti	6.00	Conference with S. Margolis re wallet withdrawal motion-related matters, considerations (.6); revise objection tracker re same (1.3); correspond with R. Jacobson re same (.3); revise, review declaration re same (3.8).
12/20/22	Isabella J. Paretti	1.10	Conference with F. Petrie, R. Jacobson, and S. Margolis re replies to objections (.4); review, revise tracker re same (.7).
12/20/22	Francis Petrie	1.10	Review wallet terms and materials (.2); correspond with R. Jacobson, K&E team re same (.2); telephone conference with C. Okike, K&E team re wallet reply to objections (.3); correspond with K&E team re follow up to wallet motion, next steps (.4).
12/20/22	Luke Spangler	0.70	Research re objection trackers (.2); correspond with S. Margolis re same (.5);
12/20/22	Luke Spangler	0.80	Draft reply to wallet withdrawal motion.
12/21/22	Rob Jacobson	1.10	Review, comment on declaration in support of wallet withdrawal relief.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/21/22	Sarah R. Margolis	5.80	Conference with J. Ryan, T. Eck, I. Paretti re objections re wallet motion (.5); correspond with I. Paretti, R. Jacobson re same (.2); review, revise declaration (3.0); review, analyze various terms of service re same (1.0); review, analyze objections re wallet motion (.6); review, analyze tracker re same (.5).
12/21/22	Isabella J. Paretti	6.20	Review declaration re wallet withdrawal motion (2.9); revise same (2.5); correspond with R. Jacobson re same (.2); correspond with F. Petrie and K&E team re same (.2); correspond with S. Margolis re same (.4).
12/21/22	Francis Petrie	0.70	Correspond with R. Jacobson, K&E team re wallet motion materials, objection status.
12/21/22	Josh Sussberg, P.C.	0.10	Correspond re objections to wallet motion.
12/22/22	Sarah R. Margolis	1.70	Review, analyze wallet declaration (1.0); correspond with I. Paretti re same (.2); review, analyze objections, objection tracker (.5).
12/22/22	Christine A. Okike, P.C.	0.70	Review objections to wallet motion.
12/22/22	Isabella J. Paretti	3.70	Review, revise tracker re objections (2.9); correspond with S. Margolis re same (.4); correspond with R. Jacobson re same (.2); correspond with C. Okike re same (.2).
12/22/22	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team re cash management compliance (.2); review order and correspondence re same (.2).
12/22/22	Francis Petrie	0.40	Correspond with claimants re objections to wallet motion (.1); correspond with R. Jacobson, K&E team re same (.1); review materials re same (.2).
12/22/22	Lydia Yale	0.70	Research re custody motions, related matters.
12/23/22	Sarah R. Margolis	1.20	Review, revise wallet declaration (.9); review, analyze objections, objection tracker (.3).
12/23/22	Isabella J. Paretti	5.30	Research case law re reply in support of wallet withdrawal relief (3.8); review, revise reply re same (1.3); correspond with S. Margolis re same (.2).
12/24/22	Isabella J. Paretti	1.70	Review, revise pleadings re wallet withdrawal (1.5); correspond with S. Margolis re same (.2).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074364

BlockFi Inc.

Matter Number:

54119-29

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/26/22	Rob Jacobson	2.40	Review, comment on Bermuda summons, affidavit re wallet withdrawal relief (.9); correspond with F. Petrie, K&E team re same (.2); review comment on wallet withdrawal motion declaration (1.3).
12/26/22	Sarah R. Margolis	3.30	Review, revise wallet motion declaration (1.0); correspond with I. Paretti, R. Jacobson re same (.2); review, analyze objections re same (.2); draft reply re same (1.9).
12/26/22	Christine A. Okike, P.C.	0.90	Review wallet motion objections (.4); review international wallet pleadings (.5).
12/26/22	Isabella J. Paretti	3.90	Review, revise pleadings re wallet withdrawal motion (1.8); analyze same (.3); research terms of service re same (1.5); correspond with S. Margolis re same (.3).
12/26/22	Isabella J. Paretti	1.60	Review, revise tracker re wallet withdrawal motion objections (.4); analyze communications, docket re same (1.2).
12/26/22	Francis Petrie	1.30	Review wallet declaration and associated materials.
12/26/22	Michael B. Slade	1.40	Review and edit declaration re wallet motion (1.2); correspond with F. Petrie, K&E team re same (.2).
12/27/22	Rob Jacobson	2.50	Review, comment on declaration in support of wallet withdrawal motion (2.4); correspond with F. Petrie, K&E team re same (.1).
12/27/22	Sarah R. Margolis	1.20	Review, revise declaration (.8); review, revise objection tracker (.2); review, analyze terms of service re same (.2).
12/27/22	Christine A. Okike, P.C.	1.20	Review objections to wallet motion (.7); analyze strategy re same (.5).
12/27/22	Isabella J. Paretti	2.30	Review, revise declaration re wallet withdrawal motion (1.6); correspond with S. Margolis re same (.2); correspond with R. Jacobson re same (.3); correspond with F. Petrie re same (.2).
12/27/22	Isabella J. Paretti	2.50	Review, revise tracker re objections to wallet withdrawal motion (2.1); review docket re same (.3); correspond with S. Margolis re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/27/22	Isabella J. Paretti	4.30	Research case law re wallet withdrawal objections (.8); draft response re same (3.0); review, revise same (.4); correspond with S. Margolis re same (.1).
12/27/22	Francis Petrie	1.60	Review and revise wallet declaration (1.1); correspond with R. Jacobson, K&E team re same (.5).
12/27/22	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re Wallet motion.
12/28/22	Rob Jacobson	2.00	Review, comment on wallet withdrawal declaration (.9); correspond with F. Petrie, K&E team re same (.3); review, analyze diligence, issues re same (.8).
12/28/22	Sarah R. Margolis	6.40	Review, revise wallet declaration (1.9); correspond with C. Okike, R. Jacobson, I. Paretti re same (.4); review, revise reply (2.1); case law research re same (.8); review, revise same re same (1.2).
12/28/22	Christine A. Okike, P.C.	1.80	Review objections to Wallet motion (.4); review Wallet declaration (1.4).
12/28/22	Isabella J. Paretti	4.20	Review, revise declaration re wallet withdrawal motion (2.6); correspond with S. Margolis re same (.5); conference with S. Margolis re same (.2); research wallet diligence re same (.5); correspond with R. Jacobson re same (.2); correspond with F. Petrie re same (.2).
12/28/22	Isabella J. Paretti	1.50	Review, revise tracker re wallet withdrawal objections (1.1); correspond with S. Margolis re same (.1); correspond with C. Okike re same (.2); correspond with R. Jacobson re same (.1).
12/28/22	Francis Petrie	1.90	Review and revise wallet declaration (.7), correspond with R. Jacobson, K&E team re same (.7); correspond with R. Jacobson, K&E team re revised order and additional language (.5).
12/28/22	Josh Sussberg, P.C.	0.20	Correspond with Company, F. Petrie, K&E team re wallet motion and adversary proceeding.
12/29/22	Rob Jacobson	2.70	Review, comment on wallet objection tracker (1.4); analyze issues, diligence re same (.5); review, analyze objections to wallet relief re same (.8).

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074364

BlockFi Inc.

Matter Number:

54119-29

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/29/22	Library Business Research	1.00	Research re platform pause.
12/29/22	Sarah R. Margolis	3.00	Review, revise wallet declaration.
12/29/22	Christine A. Okike, P.C.	1.40	Review objections to wallet motion (.5); analyze strategy re same (.9).
12/29/22	Isabella J. Paretti	7.40	Correspond with S. Margolis re wallet withdrawal motion (.4); correspond with R. Jacobson re tracker re wallet withdrawal objections (.3); correspond with F. Petrie re same (.1); review, revise tracker re same (1.4); review, revise pleading re wallet withdrawal considerations (3.9); research case law re same (.6); correspond with S. Margolis re same (.3); correspond with document services re same (.2); correspond with C. Okike re same (.2).
12/29/22	Francis Petrie	1.30	Review and revise wallet withdrawal declaration (.7); correspond with Company, R. Jacobson, K&E team re same (.3); review and revise communications materials re wallet accounts (.3).
12/30/22	Trevor Eck	1.40	Draft wallet terms of service summary re wallet withdrawal motion issue.
12/30/22	Mike James Koch	1.00	Review, revise tracker re pro se objections to wallet motion (.9); correspond with I. Paretti re same (.1).
12/30/22	Sarah R. Margolis	3.20	Review, revise wallet reply.
12/30/22	Isabella J. Paretti	2.70	Review, revise tracker re wallet withdrawal objections (2.0); correspond with M. Koch re same (.2); correspond with R. Jacobson re same (.2); review diligence re wallet relief (.3).
12/30/22	Isabella J. Paretti	2.80	Research case law re defenses re wallet withdrawal objections (.7); review, revise pleadings re wallet withdrawal motion (1.9); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.1).
12/31/22	Isabella J. Paretti	0.20	Correspond with F. Petrie re objections to wallet withdrawal motion (.1); review docket re same (.1).

Total**292.20**

January 2023

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075863
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 69,692.50

Total legal services rendered

\$ 69,692.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	2.00	985.00	1,970.00
Megan Buenviaje	2.70	475.00	1,282.50
Julia R. Foster	0.30	480.00	144.00
Susan D. Golden	0.50	1,475.00	737.50
Richard U. S. Howell, P.C.	11.60	1,620.00	18,792.00
Aleschia D. Hyde	3.00	985.00	2,955.00
Mike James Koch	2.30	735.00	1,690.50
Casey McGushin	1.10	1,415.00	1,556.50
Christine A. Okike, P.C.	0.20	1,850.00	370.00
Jimmy Ryan	1.30	885.00	1,150.50
Michael B. Slade	17.90	1,855.00	33,204.50
Josh Sussberg, P.C.	2.80	2,045.00	5,726.00
Katie J. Welch	0.10	1,135.00	113.50
TOTALS	45.80		\$ 69,692.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/02/23	Megan Buenviaje	0.50	Prepare status report re document review progress (.4); conference with L. Riff re same (.1).
01/02/23	Aleschia D. Hyde	3.00	Review documents from document production.
01/02/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re ad hoc group communications.
01/03/23	Julia R. Foster	0.30	Coordinate calendar invites re March 15, 2023 pretrial hearing.
01/03/23	Susan D. Golden	0.50	Correspond with F. Petrie re redaction motion and reply.
01/04/23	Michael B. Slade	0.40	Telephone conference with individual counsel re case status update.
01/04/23	Michael B. Slade	0.70	Revise hearing slides and disclosure materials.
01/04/23	Katie J. Welch	0.10	Participate in video conference with J. Sussberg, K&E team re open adversary items.
01/05/23	Megan Buenviaje	2.20	Correspond with L. Riff and K&E teamer document collection and review strategy (.2), review workflow parameters and searches (.2); conference with K. Coverdale, K&E team re workflow status (.6); prepare workflow summaries (.9); update process documentation and tracking logs (.3).
01/08/23	Michael B. Slade	0.60	Telephone conference with Company, F. Petrie, K&E team, and Haynes and Boone team re upcoming hearing.
01/09/23	Mike James Koch	0.50	Draft summary of transcript re status conference (.3); correspond with F. Petrie, B. Nakhaimousa, K&E team re same (.2).
01/09/23	Michael B. Slade	0.30	Review, revise disclosure document (.2); correspond with F. Petrie re same (.1).
01/09/23	Michael B. Slade	0.30	Review, revise protective order.
01/11/23	Cade C. Boland	0.40	Research potential causes of action.
01/11/23	Richard U. S. Howell, P.C.	1.20	Review and revise protective order and related documents.
01/11/23	Michael B. Slade	0.40	Review, revise protective order.
01/12/23	Cade C. Boland	1.60	Research potential causes of action.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Mike James Koch	1.80	Research precedent re motion to seal considerations (1.6); correspond with B. Nakhaimousa, J. Foster re same (.2).
01/12/23	Casey McGushin	1.10	Research issues re potential causes of action .
01/12/23	Michael B. Slade	0.40	Review precedent re sealing motions.
01/13/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re sealing motion and timing.
01/14/23	Michael B. Slade	0.90	Correspond with F. Petrie re sealing motion (.2); review sealing pleadings re same (.7).
01/15/23	Josh Sussberg, P.C.	0.10	Correspond with U.S. Trustee re sealing motion and status.
01/16/23	Richard U. S. Howell, P.C.	0.70	Review and revise discovery materials.
01/17/23	Richard U. S. Howell, P.C.	1.50	Video conference with witness to prepare for depositions.
01/17/23	Richard U. S. Howell, P.C.	0.50	Video conference with M. Slade re open restructuring and litigation issues.
01/17/23	Michael B. Slade	1.80	Meeting with witness re potential deposition, preparation.
01/18/23	Richard U. S. Howell, P.C.	1.50	Prepare correspondence to M. Slade re open litigation items (.4); review same (.4); attend telephone conference with M. Slade to develop litigation strategy (.7).
01/19/23	Richard U. S. Howell, P.C.	0.70	Participate in video conference with M. Slade to develop strategy re upcoming litigation.
01/19/23	Michael B. Slade	0.10	Conference with R. Howell re pending motions.
01/19/23	Josh Sussberg, P.C.	0.20	Review filed pleadings (.1); correspond with F. Petrie and K&E team re sealing motion and update to same (.1).
01/20/23	Richard U. S. Howell, P.C.	0.70	Review deposition materials.
01/21/23	Michael B. Slade	1.10	Review, analyze deposition considerations (.8); correspond with J. Sussberg re status conference (.3).
01/21/23	Josh Sussberg, P.C.	0.80	Conference with M. Slade re status conference (.3); correspond re same with M. Sirota (.1); conference with M. Renzi re status conference (.3); correspond with Committee advisors re same (.1).
01/22/23	Richard U. S. Howell, P.C.	1.00	Draft correspondence to M. Slade re open litigation and restructuring issues (.5); review same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/23	Christine A. Okike, P.C.	0.20	Telephone conference with Cole Schotz, J. Sussberg, K&E teams re status conference.
01/22/23	Michael B. Slade	4.90	Telephone conference with C. Okike, Cole Schotz re status conference (.2); review, revise redaction brief and declarations (2.4); review, analyze deposition considerations (.2); prepare deposition outline (2.1).
01/22/23	Josh Sussberg, P.C.	0.40	Conference with Company re litigation status.
01/23/23	Michael B. Slade	1.40	Telephone conference with witness re deposition preparation (1.0); draft outline re same (.4).
01/23/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade, K&E team re discovery schedule.
01/24/23	Jimmy Ryan	0.30	Correspond with M. Reiney, K&E team, Brown Rudnick team and Company re deposition logistics.
01/24/23	Michael B. Slade	2.70	Review materials re deposition preparation (2.0); draft outline re same (.7).
01/24/23	Josh Sussberg, P.C.	0.30	Conference with R. Stark re redaction motion (.1); correspond with M. Stark re same (.1); telephone conference with M. Renzi re same (.1).
01/25/23	Richard U. S. Howell, P.C.	1.80	Draft correspondence to M. Slade re open litigation and potential settlement issues (.3); review same (.2); conference with M. Slade to develop litigation and settlement strategy (1.3).
01/25/23	Jimmy Ryan	1.00	Coordinate deposition logistics with M. Reiney, K&E team.
01/25/23	Josh Sussberg, P.C.	0.20	Correspond re M3 filing and next steps related to same.
01/25/23	Josh Sussberg, P.C.	0.20	Correspond with management and advisors re settlement and next steps (.1); correspond with M. Sirota re same (.1).
01/26/23	Richard U. S. Howell, P.C.	1.00	Telephone conference with M. Slade re open litigation and settlement issues.
01/26/23	Michael B. Slade	1.00	Review, revise protective order (.6); correspond with F. Petrie re same (.1); review, analyze court order (.2); correspond with F. Petrie, K&E team re same (.1).
01/26/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade, K&E team re protective order.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade re status conference and Alameda disclosures.
01/30/23	Richard U. S. Howell, P.C.	0.50	Draft correspondence to M. Slade re open litigation issues.
01/30/23	Michael B. Slade	0.30	Correspond with F. Petrie re protective order and filing re same.
01/31/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with M. Slade re open litigation issues (.2); prepare correspondence re restructuring issues (.3).
01/31/23	Michael B. Slade	0.40	Telephone conference with Committee counsel re confidentiality (.3); revise order re same (.1).
01/31/23	Michael B. Slade	0.20	Telephone conference with R. Kanowitz re status of adversary proceeding.
Total		45.80	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075864
Client Matter: 54119-4

In the Matter of Automatic Stay Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 11,077.50

Total legal services rendered

\$ 11,077.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David Hackel	6.00	735.00	4,410.00
Mike James Koch	1.40	735.00	1,029.00
Sarah R. Margolis	4.90	995.00	4,875.50
Brian Nakhaimousa	0.50	995.00	497.50
Jimmy Ryan	0.30	885.00	265.50
TOTALS	13.10		\$ 11,077.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	David Hackel	3.20	Review, analyze automatic stay letter from creditor (.8); correspond with S. Margolis, K&E team re same (.9); research re same (1.1); draft response re same (.4).
01/03/23	David Hackel	1.00	Review, analyze automatic stay letter from creditor (.1); correspond with S. Margolis, K&E team re same (.3); review, revise response re same (.6).
01/03/23	Sarah R. Margolis	3.90	Review, analyze automatic stay response letter for creditor (.6); correspond with D. Hackel re same (.2); office conference with D. Hackel re same (.4); review, revise same (2.1); correspond with D. Hackel, K&E team re same (.6).
01/04/23	David Hackel	1.70	Review, analyze automatic stay response letter for creditor (.9); correspond with S. Margolis, K&E team re same (.3); research re same (.5).
01/04/23	Sarah R. Margolis	0.50	Review, revise automatic stay response letter for creditor (.3); correspond with D. Hackel, K&E team re same (.2).
01/06/23	David Hackel	0.10	Correspond with J. Ryan, K&E team re automatic stay response letter for creditor.
01/10/23	Sarah R. Margolis	0.50	Review, revise automatic stay response letter for creditor (.4); correspond with M. Koch, K&E team re same (.1).
01/11/23	Mike James Koch	0.80	Research agreements re custodian, automatic stay issues (.7); correspond with B. Nakhaimousa, K&E team re same (.1).
01/11/23	Brian Nakhaimousa	0.50	Conference with custodian, M. Koch, K&E team re automatic stay (.3); review, analyze considerations re same (.2).
01/11/23	Jimmy Ryan	0.30	Office conference with M. Koch, K&E team re automatic stay issues.
01/12/23	Mike James Koch	0.60	Research re automatic stay violation (.4); correspond with B. Nakhaimousa, J. Ryan re same (.2).
Total		13.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075865
Client Matter: 54119-5

In the Matter of Business Operations

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 20,046.00

Total legal services rendered

\$ 20,046.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	5.20	1,155.00	6,006.00
Mike James Koch	2.00	735.00	1,470.00
Isabella J. Paretti	2.50	735.00	1,837.50
Francis Petrie	2.70	1,295.00	3,496.50
Margaret Reiney	3.20	1,155.00	3,696.00
Jimmy Ryan	4.00	885.00	3,540.00
TOTALS	19.60		\$ 20,046.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Rob Jacobson	0.90	Review, revise diligence re second day relief.
01/05/23	Rob Jacobson	0.30	Review, revise final operational orders (.2); correspond with Haynes and Boone team re same (.1).
01/05/23	Isabella J. Paretti	2.20	Review, revise final orders re second day relief (1.7); correspond with R. Jacobson re same (.3); correspond with M. Reiney re same (.2).
01/12/23	Rob Jacobson	3.10	Review, revise notices, final first day orders (1.3); correspond with T. Eck, K&E team re same (.3); review, revise orders, notices re same (1.5).
01/12/23	Mike James Koch	2.00	Review, revise final first day orders.
01/12/23	Margaret Reiney	1.40	Review, revise second day orders (.8); correspond with K&E team re same (.6).
01/13/23	Rob Jacobson	0.90	Review, analyze first day orders re U.S. Trustee comments.
01/13/23	Isabella J. Paretti	0.30	Review, revise summary re revised proposed final orders (.2); correspond with J. Ryan re same (.1).
01/13/23	Francis Petrie	0.20	Telephone conference with M. Reiney, K&E team re operations issue.
01/13/23	Jimmy Ryan	4.00	Correspond with R. Jacobson, K&E team re revised proposed final orders (1.5); prepare same for filing (1.2); review, revise same (1.3).
01/15/23	Francis Petrie	2.50	Correspond with R. Jacobson, K&E team re U.S. Trustee revised order language (.8); review, revise proposed orders (.9) correspond with M. Zurek, K&E team, U.S. Trustee (.8).
01/15/23	Margaret Reiney	1.80	Review and revise final orders.
Total		19.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075866
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 102,061.50

Total legal services rendered

\$ 102,061.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	2.30	735.00	1,690.50
Trevor Eck	11.30	735.00	8,305.50
Julia R. Foster	4.30	480.00	2,064.00
Will Guthrie	0.40	1,245.00	498.00
David Hackel	3.30	735.00	2,425.50
Rob Jacobson	4.50	1,155.00	5,197.50
Katherine Karnosh	0.10	935.00	93.50
Mike James Koch	2.50	735.00	1,837.50
Sarah R. Margolis	3.10	995.00	3,084.50
Brian Nakhaimousa	3.90	995.00	3,880.50
Christine A. Okike, P.C.	12.20	1,850.00	22,570.00
Isabella J. Parette	4.40	735.00	3,234.00
Francis Petrie	5.70	1,295.00	7,381.50
Margaret Reiney	2.20	1,155.00	2,541.00
Jimmy Ryan	2.90	885.00	2,566.50
Michael B. Slade	7.90	1,855.00	14,654.50
Luke Spangler	5.00	325.00	1,625.00
Josh Sussberg, P.C.	5.60	2,045.00	11,452.00
Steve Toth	0.20	1,615.00	323.00
Kate Vera, P.C.	1.70	1,605.00	2,728.50
Katie J. Welch	0.20	1,135.00	227.00
Mason N. Zurek	3.70	995.00	3,681.50
TOTALS	87.40		\$ 102,061.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/02/23	Trevor Eck	1.30	Review, revise work in process updates (.4); research upcoming important case dates and deadlines re same (.8); correspond with R. Jacobson, K&E team, HB re same (.1).
01/02/23	Trevor Eck	0.90	Review, revise notice of adjournment re second day hearing.
01/02/23	Rob Jacobson	0.70	Review, revise key dates for work in process (.6); correspond with T. Eck re same (.1).
01/02/23	Brian Nakhaimousa	0.20	Review, revise work in process updates.
01/02/23	Christine A. Okike, P.C.	0.20	Telephone conference with Haynes & Boone re key work streams.
01/02/23	Isabella J. Paretti	0.30	Review, revise work in process updates (.2); correspond with T. Eck re same (.1).
01/02/23	Mason N. Zurek	0.10	Correspond with T. Eck, K&E team, Haynes and Boone team re key dates and deadlines.
01/02/23	Mason N. Zurek	0.10	Review work in process updates.
01/03/23	Ziv Ben-Shahar	0.50	Conference with R. Jacobson, K&E team re case status, updates.
01/03/23	Trevor Eck	0.90	Review, revise work in process case updates (.4); telephone conference with F. Petrie, K&E team re work in process (.4); review, revise pleading template (.1).
01/03/23	David Hackel	0.50	Conference with T. Eck, K&E team re work in process updates.
01/03/23	Rob Jacobson	0.70	Conference with M. Koch, K&E team re work in process updates, next steps (.5); prepare for same (.2).
01/03/23	Mike James Koch	0.50	Conference with R. Jacobson, K&E team re critical workstreams, works in process updates.
01/03/23	Sarah R. Margolis	0.60	Office conference with F. Petrie, K&E team re work in process critical workstreams, case strategy.
01/03/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes & Boone re key work streams.
01/03/23	Isabella J. Paretti	0.50	Conference with F. Petrie and K&E team re work in process updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Francis Petrie	0.90	Office conference with R. Jacobson, K&E team re work in process updates (.5); telephone conference with Haynes and Boone team re work in process and status (.4).
01/03/23	Margaret Reiney	0.50	Conference with F. Petrie, K&E team re work in process updates.
01/03/23	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
01/03/23	Michael B. Slade	1.30	Daily telephone conference with Company re case status update (.5); telephone conference with directors re same (.8).
01/03/23	Luke Spangler	0.70	Conference with F. Petrie, K&E team meeting re work in process (.5); compile recently filed pleadings (.2).
01/03/23	Josh Sussberg, P.C.	0.20	Conference with Company re case status (.1); correspond with C Street re case status (.1).
01/03/23	Josh Sussberg, P.C.	0.40	Participate in update telephone conference with management.
01/03/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re status conference.
01/03/23	Kate Vera, P.C.	0.50	Telephone conference with Company, M. Slade, K&E team re case status update.
01/03/23	Mason N. Zurek	0.60	Conference with F. Petrie, K&E team re work in process (.5); review case updates re same (.1).
01/04/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone re key work streams.
01/04/23	Luke Spangler	0.20	Compile recently filed pleadings.
01/04/23	Kate Vera, P.C.	0.10	Telephone conference with M. Buenviaje, K&E team re workflow status.
01/05/23	Trevor Eck	0.50	Review, revise work in process status updates.
01/05/23	Rob Jacobson	0.40	Review, revise work in process case updates (.3); telephone conference with Hayne and Boone team re coordination, key workstreams (.1).
01/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone re key work streams.
01/05/23	Francis Petrie	0.40	Telephone conference with Haynes and Boone team re work in process, case strategy.
01/05/23	Michael B. Slade	0.50	Telephone conference with Company re case status update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Josh Sussberg, P.C.	0.50	Telephone conference with management re case status, next steps.
01/05/23	Kate Vera, P.C.	0.60	Telephone conference with M. Buenviaje, K&E team re workflow status.
01/06/23	Ziv Ben-Shahar	0.20	Conference with R. Jacobson, K&E team re case status, updates (partial).
01/06/23	Trevor Eck	0.30	Telephone conference with R. Jacobson, K&E team re work in process updates.
01/06/23	Julia R. Foster	0.50	Review, revise work in process updates.
01/06/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re work in process.
01/06/23	Rob Jacobson	0.90	Prepare for conference with F. Petrie, K&E team re work in process, next steps (.5); telephone conference with M. Reiney, F. Petrie re case updates, next steps (.4).
01/06/23	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical workstreams.
01/06/23	Sarah R. Margolis	0.40	Conference with R. Jacobson, K&E team re case status, updates.
01/06/23	Brian Nakhaimousa	0.40	Conference with R. Jacobson, K&E team re work in process, next steps.
01/06/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, Haynes and Boone re key work streams.
01/06/23	Isabella J. Paretti	0.40	Conference with R. Jacobson, K&E team re work in process.
01/06/23	Francis Petrie	0.70	Review and revise key deadline and motions memorandum.
01/06/23	Jimmy Ryan	0.30	Correspond with R. Jacobson, K&E team re work in process and next steps (.1); attend video conference with R. Jacobson, K&E team re same (partial) (.2).
01/06/23	Michael B. Slade	0.50	Telephone conference with Company re case status update.
01/06/23	Mason N. Zurek	0.50	Telephone conference with K&E team re work in process (.4); review updates re same (.1).
01/08/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone, BRG, C Street re key work streams.
01/08/23	Michael B. Slade	0.50	Telephone conference with Company re case status update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/08/23	Josh Sussberg, P.C.	1.00	Conference with management re case status (.5); review updated summaries to prepare for same (.5).
01/09/23	Trevor Eck	0.60	Review, revise work in process case status updates (.3); research case dates and deadlines re same (.3).
01/09/23	Julia R. Foster	1.20	Correspond with M. Reiney re calendar invites re upcoming hearings (.7); coordinate calendar invites re January 17, 2023 and January 30, 2023 hearings (.5).
01/09/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes & Boone re key work streams.
01/09/23	Francis Petrie	1.50	Telephone conference with C. Okike, Haynes & Boone re case status.
01/09/23	Margaret Reiney	0.80	Review and revise advisor call materials.
01/09/23	Luke Spangler	0.30	Compile recently filed pleadings.
01/09/23	Josh Sussberg, P.C.	0.30	Conference with Z. Prince re next steps (.2); conference with S. Vogel re same (.1).
01/10/23	Trevor Eck	1.10	Review, revise workstream status updates re case updates (.6); telephone conference with F. Petrie, K&E team re same (.5).
01/10/23	Julia R. Foster	0.70	Conference with F. Petrie, K&E team re work in process (.5); circulate January 9, 2023 hearing transcript to K&E team (.2).
01/10/23	David Hackel	0.50	Conference with R. Jacobson, K&E team re case status, next steps.
01/10/23	Mike James Koch	0.50	Conference with F. Petrie, K&E team re critical workstreams, work in process.
01/10/23	Sarah R. Margolis	0.50	Video conference with F. Petrie, K&E team re case status, next steps.
01/10/23	Brian Nakhaimousa	1.00	Review, revise work in process updates (.5); conference with R. Jacobson, K&E team re work in process, next steps (.5).
01/10/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone re key work streams.
01/10/23	Isabella J. Paretti	0.50	Conference with F. Petrie and K&E team re work in process.
01/10/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, K&E team re case status and work in process.
01/10/23	Francis Petrie	0.40	Telephone conference with Company case status updates, next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Jimmy Ryan	0.50	Conference with R. Jacobson, K&E team re work in process and next steps.
01/10/23	Michael B. Slade	1.20	Telephone conference with Company, HB re case status update (.8); telephone conference with J. Hill re case status update (.4).
01/10/23	Luke Spangler	0.50	Conference with F. Petrie, K&E team re work in process updates.
01/10/23	Mason N. Zurek	0.80	Telephone conference with K&E team re work in process (.5); review case updates re same (.3).
01/11/23	Julia R. Foster	0.40	Correspond with F. Petrie re January 17, 2023 hearing logistics.
01/11/23	Will Guthrie	0.20	Telephone conference with R. Jacobson and K&E team re standing call.
01/11/23	Christine A. Okike, P.C.	1.70	Telephone conference with management, Haynes and Boone re key work streams (1.4); telephone conference with F. Petrie re same (.3).
01/11/23	Francis Petrie	0.20	Telephone conference with M. Reiney, K&E team re case status.
01/11/23	Margaret Reiney	0.50	Conference with F. Petrie, K&E team re case status.
01/11/23	Luke Spangler	0.50	Compile recently filed pleadings.
01/11/23	Josh Sussberg, P.C.	0.50	Conference with Company, advisors re case status.
01/11/23	Steve Toth	0.20	Participate in weekly K&E update telephone conference re case updates and work in process.
01/11/23	Kate Vera, P.C.	0.30	Telephone conference with R. Jacobson, K&E team re case status.
01/11/23	Katie J. Welch	0.20	Conference with F. Petrie, K&E team re case status and action items.
01/12/23	Trevor Eck	0.70	Review, revise work in process tracker re upcoming deadlines and workstream status updates.
01/12/23	Rob Jacobson	0.30	Correspond with J. Foster, F. Petrie, K&E team re revised hearing dates.
01/12/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone re key work streams (.5); telephone conference with Haynes and Boone re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Michael B. Slade	1.00	Telephone conference with Company, HB re case status update (.5); telephone conference with directors re same (.5).
01/12/23	Luke Spangler	0.50	Compile recently filed pleadings.
01/12/23	Josh Sussberg, P.C.	0.50	Conference with Company re case status update.
01/13/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case status, updates.
01/13/23	Trevor Eck	0.60	Telephone conference with R. Jacobson, K&E team re case status, strategy and next steps (.4); review, revise case updates re same (.2).
01/13/23	Mike James Koch	0.30	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
01/13/23	Brian Nakhaimousa	0.40	Conference with R. Jacobson, K&E team re work in process, next steps.
01/13/23	Jimmy Ryan	0.40	Video conference with R. Jacobson, K&E team re work in process and next steps.
01/13/23	Mason N. Zurek	0.40	Telephone conference with R. Jacobson, K&E team re work in process (.3); review and revise same (.1).
01/15/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade, K&E team re deal status.
01/16/23	Trevor Eck	0.20	Review, revise work in process case and work status updates.
01/16/23	Rob Jacobson	1.50	Review, revise work in process workstreams, upcoming key dates and deadlines (1.0); correspond with M. Reiney re same (.5).
01/17/23	Trevor Eck	1.70	Telephone conference with R. Jacobson, K&E team re case status, next steps (.4); review revise updates re same (.8); research upcoming case deadlines re same (.3); correspond with R. Jacobson, K&E team re same (.2).
01/17/23	Julia R. Foster	0.30	Coordinate calendar invites re January 17, 2023 hearing (.2); correspond with M. Reiney and R. Jacobson re same (.1).
01/17/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone re key work streams.
01/17/23	Michael B. Slade	0.50	Telephone conference with Company re case status update.
01/17/23	Luke Spangler	0.40	Compile recently filed pleadings.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Julia R. Foster	0.40	Correspond with F. Pisano re January 17, 2023 hearing transcript (.3); circulate January 17, 2023 hearing transcript to K&E team (.1).
01/18/23	Michael B. Slade	0.50	Conference with Company re case status update.
01/18/23	Luke Spangler	0.20	Compile recently filed pleadings.
01/19/23	Will Guthrie	0.10	Telephone conference with M. Reiney and K&E team re case status.
01/19/23	Katherine Karnosh	0.10	Telephone conference with M. Reiney, K&E team re upcoming hearings, upcoming motions, status of sale process and related tax considerations.
01/19/23	Christine A. Okike, P.C.	0.90	Telephone conference with management, Haynes and Boone re key work streams (.5); telephone conference with F. Petrie, K&E team re same (.4).
01/19/23	Michael B. Slade	0.50	Conference with Company re case status update.
01/19/23	Kate Vera, P.C.	0.20	Telephone conference with F. Petrie, K&E team re critical workstreams.
01/20/23	Josh Sussberg, P.C.	0.40	Telephone conference with Z. Prince re case status, updates (.2); correspond with M. Sirotta re case status, updates (.2).
01/22/23	Josh Sussberg, P.C.	0.50	Conference with Cole Schotz re status (.2); correspond re hearing status and next steps (.3).
01/23/23	Ziv Ben-Shahar	0.40	Conference with F. Petrie, K&E team re case updates, work in process (.2); prepare for same (.2).
01/23/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
01/23/23	Sarah R. Margolis	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
01/23/23	Brian Nakhaimousa	0.40	Conference with R. Jacobson, K&E team re next steps, work in process.
01/23/23	Brian Nakhaimousa	0.10	Correspond with M. Reiney, J. Foster re pro hac vice applications.
01/23/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone re key work streams.
01/23/23	Isabella J. Paretti	0.40	Conference with M. Reiney, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Jimmy Ryan	0.40	Video conference with R. Jacobson, K&E team re work in process and next steps.
01/23/23	Luke Spangler	0.20	Compile recently filed pleadings.
01/23/23	Mason N. Zurek	0.50	Telephone conference with R. Jacobson, K&E team re work in process (.4); review updates re same (.1).
01/24/23	Trevor Eck	0.80	Telephone conference with M. Reiney, K&E team re case updates (.2); review, revise tracker re same (.4); correspond with Haynes and Boone, Cole Schotz, R. Jacobson and K&E team re upcoming dates and deadlines (.2).
01/24/23	Julia R. Foster	0.30	Conference with R. Jacobson, K&E team re work in process.
01/24/23	David Hackel	0.60	Conference with R. Jacobson, K&E team re case status, next steps (.3); review, analyze information re same (.2); correspond with T. Eck, K&E team re same (.1).
01/24/23	Mike James Koch	0.40	Draft agenda re January 30 omnibus hearing (.3); correspond with M. Reiney re same (.1).
01/24/23	Sarah R. Margolis	0.30	Video conference with F. Petrie, K&E team re case status, next steps.
01/24/23	Brian Nakhaimousa	0.40	Conference with F. Petrie, K&E team re work in process, next steps.
01/24/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone re key work streams.
01/24/23	Isabella J. Paretti	0.10	Conference with F. Petrie, K&E team re work in process.
01/24/23	Francis Petrie	0.50	Telephone conference with Company re case status, next steps.
01/24/23	Margaret Reiney	0.40	Conference with R. Jacobson, K&E team re work in process.
01/24/23	Jimmy Ryan	0.20	Conference with T. Eck, K&E team re work in process and next steps.
01/24/23	Michael B. Slade	0.40	Conference with Company re case status update.
01/24/23	Luke Spangler	0.50	Conference with R. Jacobson, K&E team re work in process (.2); compile recently filed pleadings (.3).
01/24/23	Josh Sussberg, P.C.	0.20	Conference with Company re status (.1); conference with M. Renzi re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Mason N. Zurek	0.30	Telephone conference with R. Jacobson, K&E team re work in process (.2); review and revise updates re same (.1).
01/25/23	Will Guthrie	0.10	Conference with M. Reiney, K&E team re case status update.
01/25/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone re key work streams.
01/25/23	Isabella J. Parette	0.70	Review, revise board update (.5); correspond with M. Reiney re same (.2).
01/25/23	Isabella J. Parette	0.30	Review pro hoc vice applications (.2); correspond with B. Nakhaimousa re same (.1).
01/25/23	Isabella J. Parette	0.40	Correspond with S. Margolis, Z. Ben-Shahar re organizational chart (.3); review updates re same (.1).
01/25/23	Francis Petrie	0.60	Correspond with Company re disclosures, media discussion, communications.
01/25/23	Luke Spangler	0.20	Compile recently filed pleadings.
01/25/23	Josh Sussberg, P.C.	0.40	Conference with Company re case status update (.2); correspond with Z. Prince re same (.2).
01/26/23	Trevor Eck	0.30	Review, revise work in process case updates.
01/26/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes & Boone re key work streams.
01/26/23	Christine A. Okike, P.C.	0.20	Telephone conference with J. Sussberg, K&E team re case status, upcoming hearings.
01/26/23	Michael B. Slade	0.40	Conference with Company re case status update.
01/27/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case status, updates.
01/27/23	Trevor Eck	0.40	Telephone conference with R. Jacobson, K&E team re case updates, next steps.
01/27/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re case status, next steps.
01/27/23	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
01/27/23	Sarah R. Margolis	0.40	Conference with R. Jacobson, M. Reiney, K&E team re workstreams, case status.
01/27/23	Brian Nakhaimousa	0.40	Conference with M. Reiney, K&E team re next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Isabella J. Paretti	0.30	Conference with M. Reiney, K&E team re work in process.
01/27/23	Jimmy Ryan	0.40	Video conference with M. Reiney, K&E team re work in process and next steps.
01/27/23	Michael B. Slade	0.10	Conference with Company re case status update.
01/27/23	Mason N. Zurek	0.40	Telephone conference with M. Reiney, K&E team re work in process (.3); review updates re same (.1).
01/30/23	Trevor Eck	0.20	Review revise work in process updates.
01/30/23	Jimmy Ryan	0.20	Correspond with T. Eck, K&E team re work in process and next steps.
01/30/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.
01/30/23	Josh Sussberg, P.C.	0.30	Conference with Company re status update.
01/31/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case status, updates.
01/31/23	Trevor Eck	0.80	Telephone conference with F. Petrie, K&E team re case updates, next steps (.5); review, revise same (.3).
01/31/23	Julia R. Foster	0.50	Conference with F. Petrie, K&E team re work in process.
01/31/23	David Hackel	0.50	Conference with T. Eck, K&E team re case status, next steps.
01/31/23	Sarah R. Margolis	0.50	Conference with F. Petrie, K&E team re case status, workstreams.
01/31/23	Brian Nakhaimousa	0.60	Conference with R. Jacobson, K&E team re work in process, next steps (.5); review, revise case updates re same (.1).
01/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone re key work streams.
01/31/23	Isabella J. Paretti	0.50	Conference with F. Petrie, K&E team re work in process.
01/31/23	Michael B. Slade	0.50	Conference with Company re case status update.
01/31/23	Luke Spangler	0.80	Conference with F. Petrie, K&E team re work in process (.4); compile recently filed pleadings (.4).
Total		87.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075867
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 49,126.50

Total legal services rendered

\$ 49,126.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	5.70	735.00	4,189.50
Susan D. Golden	0.50	1,475.00	737.50
David Hackel	0.70	735.00	514.50
Mike James Koch	3.50	735.00	2,572.50
Christine A. Okike, P.C.	1.80	1,850.00	3,330.00
Francis Petrie	10.00	1,295.00	12,950.00
Margaret Reiney	21.50	1,155.00	24,832.50
TOTALS	43.70		\$ 49,126.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/02/23	Francis Petrie	0.20	Review cash management banking information (.1); draft correspondence to M. Reiney re same (.1).
01/03/23	Trevor Eck	2.20	Research precedent re cash management banking considerations (.6); draft stipulation re same (1.6).
01/03/23	Francis Petrie	0.30	Correspond with Hogan Lovells team re cash management order.
01/03/23	Margaret Reiney	1.50	Correspond with T. Eck, K&E team re cash management order (.8); review correspondence re same (.7).
01/04/23	Trevor Eck	0.70	Review, analyze diligence re collateralization and letter of credit issues.
01/04/23	Mike James Koch	0.50	Review, analyze diligence re letters of credit considerations (.4); correspond with T. Eck, M. Reiney re same (.1).
01/04/23	Christine A. Okike, P.C.	0.20	Telephone conference with B. Parlin re Silvergate accounts.
01/04/23	Francis Petrie	0.40	Telephone conference with MoFo team re cash management order (.3); review revisions to same (.1).
01/04/23	Margaret Reiney	0.70	Review and revise cash management order (.4); correspond with M. Koch, K&E team, interested parties re same (.3).
01/05/23	Margaret Reiney	2.90	Revise cash management order (.8); correspond with F. Petrie, K&E team, Company re same (1.3); research precedent re same (.8).
01/09/23	Margaret Reiney	2.20	Research re cash management considerations (1.5); correspond with F. Petrie, K&E team, Company re same (.7).
01/10/23	Margaret Reiney	2.10	Review, revise cash management order (1.5); correspond with F. Petrie, K&E team, parties in interest re same (.6).
01/11/23	David Hackel	0.70	Research precedent re U.S. Trustee objections re cash management (.6); correspond with M. Reiney re same (.1).
01/11/23	Margaret Reiney	1.90	Research re cash management precedent re U.S. Trustee objections (1.2); correspond with D. Hackel, K&E team re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Trevor Eck	2.80	Draft notice of revised proposed cash management order (2.6); correspond with R. Jacobson, K&E team re same (.2).
01/12/23	Susan D. Golden	0.50	Review and analyze U.S. Trustee limited objection to cash management motion.
01/12/23	Mike James Koch	0.50	Draft notice of revised proposed final cash management order (.3); correspond with M. Reiney, K&E team re same (.2).
01/12/23	Margaret Reiney	1.50	Review and revise cash management order (.8); correspond with F. Petrie, K&E team re same (.7).
01/13/23	Mike James Koch	2.50	Research, analyze issues raised by U.S. Trustee re cash management (2.0); draft memorandum re same (.3); correspond with M. Reiney re same (.2).
01/13/23	Christine A. Okike, P.C.	0.30	Review final cash management order.
01/13/23	Francis Petrie	2.70	Draft and revise cash management order (1.2); telephone conference with Company re same (.3); correspond with Committee, Company re acceptable language (.4); draft correspondence to U.S. Trustee re same (.2); telephone conference with M. Reiney re final order forms (.6).
01/13/23	Margaret Reiney	2.50	Review, revise cash management order (1.9); correspond with F. Petrie, K&E team, Company re same (.6).
01/15/23	Margaret Reiney	2.40	Review and revise cash management motion and order (1.8); correspond with F. Petrie, K&E team re same (.6).
01/16/23	Francis Petrie	2.80	Correspond with M. Reiney, K&E team re finalizing cash management order (1.2); review and revise updated pleadings re same (1.6).
01/17/23	Francis Petrie	2.50	Prepare slides re cash management hearing presentation (1.5); review and revise same (1.0).
01/18/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re cash and trading strategy.

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075867

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Francis Petrie	0.50	Telephone conference re trading, cash motions with Company, Haynes and Boone, and C. Okike, K&E team (.3); correspond with Company, Haynes and Boone team re same (.2).
01/20/23	Christine A. Okike, P.C.	0.20	Analyze cash management issue (.1); correspond with Company, F. Petrie, K&E team re same (.1).
01/20/23	Francis Petrie	0.60	Telephone conference re treatment of certain bank accounts.
01/20/23	Margaret Reiney	2.70	Review cash management requirements (1.9); correspond with F. Petrie, K&E team re same (.8).
01/23/23	Christine A. Okike, P.C.	0.50	Telephone conference with B. Parlin re Silvergate collateral reserve (.2); analyze same (.3).
01/26/23	Christine A. Okike, P.C.	0.30	Review correspondence re ACH chargebacks.
01/31/23	Margaret Reiney	1.10	Correspond with F. Petrie, K&E team re cash management banking considerations (.5); research re same (.6).
Total		43.70	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075868
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 27,810.00

Total legal services rendered

\$ 27,810.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.70	735.00	514.50
Susan D. Golden	0.30	1,475.00	442.50
Rob Jacobson	7.70	1,155.00	8,893.50
Mike James Koch	1.10	735.00	808.50
Sarah R. Margolis	1.00	995.00	995.00
Brian Nakhaimousa	0.30	995.00	298.50
Christine A. Okike, P.C.	3.00	1,850.00	5,550.00
Isabella J. Paretti	3.10	735.00	2,278.50
Francis Petrie	0.60	1,295.00	777.00
Margaret Reiney	1.40	1,155.00	1,617.00
Jimmy Ryan	4.90	885.00	4,336.50
Michael B. Slade	0.70	1,855.00	1,298.50
TOTALS	24.80		\$ 27,810.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Jimmy Ryan	0.70	Office conference with D. Hackel re creditor inquiries (.2); review, revise letter re same (.5).
01/04/23	Rob Jacobson	1.60	Review, revise creditor communication letter (1.2); correspond with S. Margolis, K&E team re same (.4).
01/04/23	Jimmy Ryan	0.60	Correspond with T. Eck, K&E team re creditor inquiries (.5); telephone conference with creditor re same (.1).
01/05/23	Rob Jacobson	0.50	Conference with C Street, Company, C. Okike, K&E team re creditor communications materials.
01/05/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, C Street and R. Jacobson, K&E teams re creditor communications materials.
01/09/23	Trevor Eck	0.40	Telephone conference with B. Nakhaimousa, customer re case updates and proof of claims (.3); review, revise creditor inquiry response (.1).
01/09/23	Mike James Koch	0.20	Review, revise correspondence with creditor re ACH chargebacks (.1); correspond with M. Reiney, K&E team re same (.1).
01/09/23	Margaret Reiney	1.40	Review and revise customer letter re ACH chargebacks (.8); correspond with M. Koch, K&E team re same (.6).
01/09/23	Jimmy Ryan	0.50	Draft responses to creditor inquiries.
01/10/23	Trevor Eck	0.30	Review, revise creditor inquiry response re new creditor inquiries.
01/10/23	Mike James Koch	0.60	Draft letter in response to customer inquiry (.4); correspond with S. Margolis re same (.2).
01/12/23	Rob Jacobson	1.00	Conference with C Street, Company, F. Petrie re company communications strategies, deliverables.
01/12/23	Sarah R. Margolis	0.50	Review, revise Washington AG consumer letter (.1); correspond with M. Reiney re same (.1); correspond with M. Reiney and J. Ryan re consumer protection letter (.3).
01/12/23	Christine A. Okike, P.C.	1.40	Review creditor communications materials (.9); telephone conference with Company, C Street, R. Jacobson, K&E teams re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Jimmy Ryan	0.80	Telephone conference with creditor re creditor inquiries (.2); draft responses to same (.6).
01/12/23	Michael B. Slade	0.40	Telephone conference with F. Petrie re communications update.
01/13/23	Susan D. Golden	0.30	Correspond with M. Koch re discovery vendor expenses.
01/13/23	Jimmy Ryan	0.20	Correspond with T. Eck, K&E team re creditor inquiries.
01/19/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, C Street, F. Petrie, K&E teams re creditor communications.
01/19/23	Michael B. Slade	0.30	Telephone conference with WTW team re communications update.
01/20/23	Christine A. Okike, P.C.	0.30	Telephone conference with C Street and F. Petrie, K&E teams re media coverage.
01/20/23	Isabella J. Paretti	0.20	Correspond with BRG team re customer question (.1); correspond with B. Nakhaimousa re same (.1).
01/23/23	Mike James Koch	0.20	Review, revise creditor correspondence re ACH inquiry (.1); correspond with M. Reiney re same (.1).
01/23/23	Francis Petrie	0.60	Telephone conference with Company re creditor communications issues.
01/24/23	Jimmy Ryan	0.80	Review, revise letter to customers re 341 meeting.
01/25/23	Rob Jacobson	1.40	Review, revise creditor communications materials.
01/25/23	Brian Nakhaimousa	0.30	Review, revise client transaction notice (.1); correspond with I. Paretti, S. Golden re publication re same (.2).
01/25/23	Isabella J. Paretti	0.90	Conference with S. Margolis, K&E team re creditor inquiries (.5); research re same (.4).
01/25/23	Jimmy Ryan	1.00	Correspond with S. Margolis, K&E team re responses to creditor inquiries (.4); conference with S. Margolis, K&E team re same (.6).
01/26/23	Sarah R. Margolis	0.40	Review, revise customer protections letter (.1); correspond with M. Reiney re same (.1); correspond with M. Koch re same (.2).
01/27/23	Mike James Koch	0.10	Correspond with M. Reiney, Kroll team re ACH creditor correspondence.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Sarah R. Margolis	0.10	Correspond with M. Koch re consumer protections letter.
01/29/23	Isabella J. Paretti	0.40	Correspond with creditors re creditor inquiries (.3); correspond with T. Eck re same (.1).
01/29/23	Jimmy Ryan	0.10	Correspond with T. Eck, K&E team re customer inquiries.
01/30/23	Rob Jacobson	2.10	Review, revise bar date communication materials (1.6); correspond with Walkers team re same (.5).
01/30/23	Isabella J. Paretti	1.10	Review, revise communications package re proof of claim process (1.0); correspond with R. Jacobson re same (.1).
01/30/23	Isabella J. Paretti	0.30	Research re creditor inquiry emails.
01/30/23	Isabella J. Paretti	0.20	Correspond with R. Jacobson re customer correspondence re scheduled claims (.1); conference with B. Nakhaimousa re same (.1).
01/30/23	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team re responses to creditor inquiries.
01/31/23	Rob Jacobson	1.10	Review, revise creditor communications materials re bar date (.9); correspond with C. Okike, I. Paretti, C Street team re same (.2).
01/31/23	Christine A. Okike, P.C.	0.30	Review proof of claim communications.
Total		24.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075869
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 132,766.00

Total legal services rendered

\$ 132,766.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.10	735.00	808.50
Trevor Eck	1.00	735.00	735.00
Susan D. Golden	0.80	1,475.00	1,180.00
David Hackel	10.40	735.00	7,644.00
Rob Jacobson	32.70	1,155.00	37,768.50
Mike James Koch	2.20	735.00	1,617.00
Sarah R. Margolis	8.50	995.00	8,457.50
Brian Nakhaimousa	31.20	995.00	31,044.00
Christine A. Okike, P.C.	1.00	1,850.00	1,850.00
Isabella J. Paretti	19.80	735.00	14,553.00
Francis Petrie	16.30	1,295.00	21,108.50
Margaret Reiney	2.00	1,155.00	2,310.00
Jimmy Ryan	3.10	885.00	2,743.50
Michael B. Slade	0.40	1,855.00	742.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	130.60		\$ 132,766.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Brian Nakhaimousa	0.30	Correspond with Haynes and Boone, F. Petrie re bar date order.
01/04/23	Brian Nakhaimousa	0.30	Correspond with F. Petrie re bar date motion.
01/06/23	David Hackel	4.20	Review, revise bar date documents (3.2); correspond with B. Nakhaimousa re same (.2); research re same (.8).
01/06/23	Brian Nakhaimousa	0.80	Review, revise declaration re bar date motion (.6); correspond with D. Hackel re same (.2).
01/07/23	Brian Nakhaimousa	0.70	Review, revise bar date motion.
01/08/23	Brian Nakhaimousa	0.30	Review, revise bar date motion.
01/08/23	Josh Sussberg, P.C.	0.10	Correspond with B. Nakhaimousa re bar date motion.
01/09/23	David Hackel	1.00	Review, revise bar date motion and related documents (.5); correspond with M. Koch, K&E team re same (.3); research re same (.2).
01/09/23	Mike James Koch	1.40	Review, revise bar date motion (1.3); correspond with D. Hackel, B. Nakhaimousa re same (.1).
01/09/23	Brian Nakhaimousa	2.40	Review, revise bar date motion (1.3); correspond with C. Okike, K&E team, Kroll, Cole Schotz re same (.5); prepare same for filing (.2); conference with unsecured creditor with POC form (.4).
01/09/23	Christine A. Okike, P.C.	0.20	Review bar date motion.
01/09/23	Francis Petrie	1.40	Finalize bar date motion and arrange for filing.
01/10/23	David Hackel	1.00	Review, revise bar date declaration (.7); correspond with B. Nakhaimousa re same (.3).
01/11/23	Margaret Reiney	0.50	Correspond with B. Nakhaimousa, K&E team, counsel re claims administration.
01/12/23	Trevor Eck	0.50	Review, analyze bar date order precedent re U.S. Trustee objections (.3); correspond with B. Nakhaimousa, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Rob Jacobson	1.10	Telephone conference with F. Petrie, K&E team, Company, C Street re communications re claims process (.4); prepare for same (.2); review, analyze claims matters, proof of claim forms (.4); correspond with F. Petrie, K&E team re same (.1).
01/13/23	Francis Petrie	1.90	Correspond with Company re proof of claim form (.8); telephone conference with Company, C Street team re claims process (.4); correspond with R. Jacobson, K&E team re same (.7).
01/19/23	Isabella J. Paretti	0.50	Conference with client counsel re claims process (.4); conference with Berkeley Research Group re same (.1).
01/23/23	Ziv Ben-Shahar	1.10	Research, analyze issues re U.S. Trustee comments to bar date motion (.9); correspond with B. Nakhaimousa, D. Hackel re same (.2).
01/23/23	Trevor Eck	0.50	Research precedent re U.S. Trustee comments to bar date motion.
01/23/23	David Hackel	1.50	Research re bar date motion and related documents (1.3); correspond with B. Nakhaimousa, K&E team re same (.2).
01/23/23	David Hackel	0.20	Research standards re proofs of claim.
01/23/23	Rob Jacobson	2.90	Review, analyze proof of claim forms, related issues (.8); correspond with B. Nakhaimousa, Kroll team re proof of claim, claims register redaction matters (.5); review, analyze issues re same (.3); review, analyze research re bar date issues (.8); correspond with I. Paretti re same (.5).
01/23/23	Mike James Koch	0.50	Research precedent re bar date (.4); correspond with B. Nakhaimousa re same (.1).
01/23/23	Sarah R. Margolis	1.60	Research re claims process considerations.
01/23/23	Brian Nakhaimousa	4.70	Correspond with BRG, Haynes and Boone, R. Jacobson, F. Petrie re bar date order (.5); review, revise same (.6); prepare, review, revise U.S. Trustee responses re same (1.1); conferences with Kroll re same (.8); conferences with R. Jacobson re same (.4); conference with F. Petrie re same (.1); review, analyze precedent considerations re same (.9); correspond with D. Hackel, M. Koch re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Brian Nakhaimousa	0.10	Correspond with S. Golden re publication of bar date notice re NY Times.
01/23/23	Isabella J. Paretti	2.20	Research re proof of claim process (1.8); correspond with J. Ryan re same (.3); correspond with R. Jacobson, K&E team re same (.1).
01/23/23	Francis Petrie	1.80	Correspond with Brown Rudnick team re bar date language (.3); review and revise same (1.3); telephone conference with Company re claims process follow up (.2).
01/23/23	Jimmy Ryan	0.40	Correspond with R. Jacobson, K&E team re bar date research (.3); research re same (.1).
01/24/23	Susan D. Golden	0.30	Correspond with R. Jacobson re bar date order language re redactions.
01/24/23	Rob Jacobson	4.60	Review, revise proof of claim form (.6); analyze issues re same (.1); correspond with F. Petrie, K&E team re same (.1); conference with Company, F. Petrie, K&E team, J. Chavez re claims process, POC forms (1.4); prepare for same (.5); review, revise proof of claim form (1.6); correspond with Company, Kroll re same (.3).
01/24/23	Rob Jacobson	2.30	Review, revise responses to U.S. Trustee re bar date order (1.2); correspond with B. Nakhaimousa re same (.3); conference with same re same (.5); review, analyze issues re same (.3).
01/24/23	Sarah R. Margolis	1.40	Research litigation trusts re claims process (.7); draft informal memo re same (.5); correspond with M. Reiney, R. Jacobson re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Brian Nakhaimousa	5.70	Review, U.S. Trustee comments re bar date motion (.6); research, analyze issues re same (1.2); correspond with F. Petrie, Cole Schotz, M. Reiney, R. Jacobson, K&E team, Kroll re U.S. Trustee responses re U.S. Trustee responses re bar date (.8); conference with R. Jacobson re bar date order, proofs of claim forms (.5); correspond with BRG re declaration (.1); review, revise BRG declaration (.1); prepare, review, revise responses re U.S. Trustee (1.4); correspond with R. Jacobson, K&E team re same (.3); review, revise bar date order (.4); correspond with R. Jacobson, K&E team, Cole Schotz re same (.3).
01/24/23	Isabella J. Paretti	2.80	Research re proof of claims process (2.0); conference with S. Margolis, J. Ryan re same (.3); correspond with S. Margolis, J. Ryan re same (.2); correspond with R. Jacobson re same (.1); draft informal memorandum re same (.2).
01/24/23	Francis Petrie	1.10	Telephone conference re claim reconciliation and proof of claim form (.7); correspond with R. Jacobson re proof of claim form (.4).
01/24/23	Jimmy Ryan	2.70	Correspond with R. Jacobson, K&E team re bar date research (.7); research re same (1.5); telephone conference with S. Margolis, K&E team re same (.5).
01/25/23	David Hackel	1.90	Review, revise bar date declaration (1.0); review, analyze related documents (.7); correspond with B. Nakhaimousa, K&E team re same (.2).
01/25/23	Rob Jacobson	4.10	Correspond with Company, F. Petrie, K&E team re proof of claim form (.6); correspond with B. Nakhaimousa re bar date order, UST comments to same (.6); review, analyze responses, order, issues re same (1.3); revise same (.9); telephone conference with BRG, F. Petrie, Haynes and Boone team re proof of claim forms, customization (.5); prepare for same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Sarah R. Margolis	3.40	Telephone conference with R. Jacobson re proof of claims (.3); conference with F. Petrie, R. Jacobson, BRG re proof of claim (.4); draft instructions re proof of claim (2.2); research precedent re same (.5).
01/25/23	Brian Nakhaimousa	5.20	Review global notes re proof of claim client form (.8); correspond with R. Jacobson re same (.2); review, revise bar date order re U.S. Trustee comments (1.1); conference with M. Reiney re same (.3); correspond with M. Reiney, R. Jacobson re same (.2); further review, revise same re further U.S. Trustee comments to same (.9); conference with R. Jacobson re same (.3); correspond with M. Reiney re same (.2); review, revise Renzi declaration re bar date (.5); correspond with D. Hackel, BRG re same (.2); correspond with CS, Kroll, Haynes and Boone re U.S. Trustee comments re bar date order (.5).
01/25/23	Isabella J. Paretti	0.80	Correspond with R. Jacobson re proof of claim form (.2); review, revise chart of digital assets re same (.6).
01/25/23	Isabella J. Paretti	0.50	Research precedent re bar date orders (.2); draft chart re same (.2); correspond with B. Nakhaimousa re same (.1).
01/25/23	Francis Petrie	0.80	Telephone conference with B. Nakhaimousa, K&E team, Company teams re proof of claim form (.5); correspond with R. Jacobson re same (.3).
01/25/23	Margaret Reiney	1.50	Review and revise bar date information (1.1); correspond with F. Petrie, K&E team re same (.4).
01/26/23	David Hackel	0.60	Review, analyze bar date motion re proof of claims information (.4); correspond with B. Nakhaimousa (.2).
01/26/23	Rob Jacobson	6.00	Conferences with B. Nakhaimousa, Kroll, Haynes and Boone, K&E team re proof of claim forms, issues (2.3); analyze issues re same (.5); telephone conference with Company, advisors re same (.6); review, revise proof of claims forms (1.4); correspond with I. Paretti, Kroll re updates to same (.7); conference with F. Petrie re same (.3); correspond with Committee re same (.2).

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075869

BlockFi Inc.

Matter Number:

54119-9

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Sarah R. Margolis	2.10	Research re proof of claims, individual debtors (1.8); correspond with I. Paretti re same (.1); telephone conference with R. Jacobson re proof of claim instructions (.2).
01/26/23	Brian Nakhaimousa	3.30	Conference with IRS re proofs of claim (.1); correspond with Kroll, Cole Schotz re same (.1); conference with U.S. Trustee, Cole Schotz, F. Petrie, K&E team re bar date motion (.5); review, revise bar date order (.9); correspond with R. Jacobson re same (.2); review, revise bar date publication notice (.5); office conference with R. Jacobson re POC forms (.3); correspond with BRG, F. Petrie re Renzi declaration ISO bar date (.3); review, revise same (.1); correspond with S. Golden re bar date publication notice (.1); correspond with F. Petrie re U.S. Trustee comments (.2).
01/26/23	Isabella J. Paretti	3.80	Research precedent re proof of claim forms (3.3); correspond with S. Margolis re same (.4); correspond with R. Jacobson re same (.1).
01/26/23	Isabella J. Paretti	1.60	Conference with R. Jacobson re proof of claim form (.1); review, revise chart re same (.7); review, revise form re same (.6); correspond with R. Jacobson re same (.2).
01/27/23	Rob Jacobson	3.30	Review, revise proof of claim forms (2.2); correspond with Company, U.S. Trustee, Committee advisors re same (.6); review, analyze issues re same (.5).
01/27/23	Brian Nakhaimousa	0.80	Review, revise Renzi declaration re bar date (.3); review, revise bar date order (.5).
01/27/23	Francis Petrie	2.00	Conference with R. Jacobson re bar date order and final proof of claim form (1.3); correspond with R. Jacobson re same (.7).
01/28/23	Rob Jacobson	1.40	Review, revise notice of proposed revised order (.6); correspond with B. Nakhaimousa, K&E team re same (.2); correspond with Company re U.S. Trustee proposed changes to bar date order (.3); conference with B. Nakhaimousa re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/23	Brian Nakhaimousa	3.20	Draft, review, revise notice of revised bar date order (.4); review, revise proposed order (1.9); correspond with R. Jacobson re same (.3); review, revise talking points re same (.5); correspond with I. Paretti re same (.1).
01/28/23	Isabella J. Paretti	2.30	Draft talking points re bar date motion (1.4); research re same (.7); correspond with B. Nakhaimousa re same (.2).
01/29/23	Rob Jacobson	4.10	Review, revise on talking points re bar date (2.2); correspond with I. Paretti, K&E team re same (.6); review, revise bar date order, related notices, declaration (.7); correspond with F. Petrie, K&E team, Cole Schotz team re filing of same (.6).
01/29/23	Mike James Koch	0.30	Review, revise pleadings re bar date motion (.2); correspond with B. Nakhaimousa re same (.1).
01/29/23	Brian Nakhaimousa	1.70	Review, revise talking points re bar date motion (1.1); conference with R. Jacobson re bar date motion (.3); prepare bar date notice re publication (.3).
01/29/23	Christine A. Okike, P.C.	0.80	Review bar date order and proofs of claim.
01/29/23	Isabella J. Paretti	1.50	Review proposed order re bar date (.2); review, revise bar date talking points (.4); review pleadings re bar date and bidding procedures (.4); correspond with B. Nakhaimousa re same (.2); conference with B. Nakhaimousa and M. Koch re same (.1); correspond with F. Petrie re same (.2).
01/29/23	Francis Petrie	3.60	Finalize and file bar date order, declaration (2.2); draft presentation re hearing re same (1.4).
01/30/23	Susan D. Golden	0.50	Coordinate publishing bar date and bidding procedures notices.
01/30/23	Rob Jacobson	1.90	Correspond with B. Nakhaimousa, K&E team re claims inquiries (.6); correspond with BRG team re claims process (.3); analyze issues re same (.3); review, revise bar date notice (.4); correspond with B. Nakhaimousa re same (.1); correspond with C Street team re bar date communications (.2).
01/30/23	Brian Nakhaimousa	1.70	Prepare publication re bar date (1.4); correspond with R. Jacobson, S. Golden, Kroll re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/23	Isabella J. Paretti	0.30	Review notices re bar date, bidding procedures (.2); correspond with B. Nakhaimousa re same (.1).
01/30/23	Francis Petrie	1.90	Correspond with R. Jacobson re bar date form and information (.4); review supporting documents and timeline re same (.8); finalize revised order (.7).
01/31/23	Rob Jacobson	1.00	Conference with I. Paretti, K&E team, Haynes and Boone, Kroll re bar date notices, service (.4); review, analyze issues re same (.6).
01/31/23	Isabella J. Paretti	2.90	Conference with R. Jacobson re proof of claim and bar date client communications (.5); revise communications re same (2.4).
01/31/23	Isabella J. Paretti	0.60	Review data re client funded digital assets (.2); correspond with R. Jacobson, B. Nakhaimousa re same (.2); correspond with customer counsel re scheduled debts (.2).
01/31/23	Francis Petrie	1.80	Correspond with R. Jacobson re proof of claim form, bar date service.
01/31/23	Michael B. Slade	0.40	Review intercompany claims.
Total		130.60	

Document Page 319 of 840
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075870
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 157,729.00

Total legal services rendered

\$ 157,729.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.40	735.00	294.00
David Hackel	1.90	735.00	1,396.50
Richard U. S. Howell, P.C.	2.30	1,620.00	3,726.00
Rob Jacobson	6.80	1,155.00	7,854.00
Christine A. Okike, P.C.	14.40	1,850.00	26,640.00
Francis Petrie	12.70	1,295.00	16,446.50
Margaret Reiney	7.70	1,155.00	8,893.50
Laura K. Riff	31.50	1,405.00	44,257.50
Jimmy Ryan	4.90	885.00	4,336.50
Michael B. Slade	11.20	1,855.00	20,776.00
Josh Sussberg, P.C.	11.30	2,045.00	23,108.50
TOTALS	105.10		\$ 157,729.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Christine A. Okike, P.C.	1.10	Telephone conference with Brown Rudnick, Haynes & Boone, F. Petrie, K&E teams re UCC meeting (.7); review UCC confidentiality provisions (.4).
01/03/23	Francis Petrie	1.80	Telephone conference with Committee advisors, C. Okike, K&E team re issues and UCC meeting topics (.5); arrange logistics re in-person meeting (.7); review UCC materials re by-laws and confidentiality (.4); correspond with C. Okike, K&E team re same (.2).
01/03/23	Margaret Reiney	2.20	Research precedent re committee bylaws (1.4); prepare logistics for committee meeting (.8).
01/03/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike re meeting with UCC and next steps.
01/04/23	David Hackel	1.90	Research re Committee and related objections (1.6); research re U.S. Trustee and related objections (.3).
01/04/23	Christine A. Okike, P.C.	0.80	Prepare for UCC meeting with management, Moelis, BRG, Haynes & Boone and K&E teams (.6); coordinate with M. Reiney, K&E team re same (.2).
01/04/23	Margaret Reiney	1.50	Prepare logistics for committee meetings (1.2); correspond with C. Okike, K&E team re same (.3).
01/04/23	Michael B. Slade	0.50	Telephone conference with Company re committee interview of Z. Prince.
01/04/23	Josh Sussberg, P.C.	0.60	Conference with Company, C Street re UCC (.5); correspond with C Street re same (.1).
01/05/23	Christine A. Okike, P.C.	1.50	Telephone conference with management, Moelis, BRG, Haynes & Boone, F. Petrie, K&E teams re UCC meeting (.5); review, revise UCC decks (1.0).
01/05/23	Francis Petrie	3.00	Draft and review materials re UCC meeting (1.7); telephone conference with Company, advisor group re UCC meeting preparation (.7); review data request re Committee (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Margaret Reiney	2.00	Review materials re committee meeting (1.5); correspond with J. Ryan, K&E team re same (.5).
01/05/23	Jimmy Ryan	1.10	Correspond with M. Reiney, K&E team, Moelis team, BRG team, Brown Rudnick team and Company re UCC meeting (.5); prepare for same (.6).
01/05/23	Michael B. Slade	1.90	Participate in committee interview of Z. Prince (1.0); review, revise disclosures re same (.9).
01/06/23	Rob Jacobson	3.10	Attend UCC, Company, advisor meetings (2.5); prepare for same (.1); conference with M. Reiney, F. Petrie re advisor meeting, engagement status (.5).
01/06/23	Christine A. Okike, P.C.	3.60	Telephone conference with Brown Rudnick, Haynes & Boone, R. Jacobson, K&E teams re UCC comments to second day motions (.3); participate in kickoff meeting with management, Brown Rudnick, M3, BRG, Moelis, Haynes & Boone and K&E teams (1.3); participate in meeting with management, UCC and advisors (1.0); participate in follow up meeting with management, BRG, Moelis, Haynes & Boone and K&E teams (1.0).
01/06/23	Francis Petrie	4.80	Telephone conference with Brown Rudnick team re motions and diligence process (.4); correspond with J. Ryan, K&E team re same (.5); participate in committee advisor meeting (1.2); participate in committee meeting (2.2); telephone conference with M. Reiney, R. Jacobson re same and engagement status (.5).
01/06/23	Margaret Reiney	1.50	Prepare for committee meeting (1.0); telephone conference with F. Petrie, R. Jacobson re UCC meeting and engagement status (.5).
01/06/23	Jimmy Ryan	3.70	Correspond with F. Petrie, K&E team re UCC meeting (.2); prepare for same (1.5); attend same (2.0).
01/06/23	Michael B. Slade	2.30	Participate in committee interview of T. Lauro (1.0); review supporting documents re same (.2); participate in special committee interview of J. Hill (.9); follow up re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/23	Josh Sussberg, P.C.	2.20	Participate in meeting with UCC professionals and UCC members (2.1); correspond re same (.1).
01/07/23	Richard U. S. Howell, P.C.	1.00	Correspond with K. Welch, K&E team re UCC diligence requests (.7); review supporting documents re same (.3).
01/07/23	Josh Sussberg, P.C.	0.50	Correspond with R. Jacobson re hearing presentation and talking points (.3); correspond re UCC meeting (.2).
01/08/23	Richard U. S. Howell, P.C.	0.70	Correspond with K. Welch, K&E team re open committee diligence requests and related issues.
01/08/23	Christine A. Okike, P.C.	0.50	Review UCC diligence requests (.3); correspond with BRG team re same (.2).
01/08/23	Francis Petrie	0.90	Correspond with Brown Rudnick re deadlines and committee diligence requests (.5); correspond with M. Reiney, K&E team re same (.4).
01/08/23	Josh Sussberg, P.C.	0.20	Telephone conference with Z. Prince and F. Marquez re UCC status.
01/08/23	Josh Sussberg, P.C.	0.50	Conference with R. Stark re committee matters.
01/09/23	Michael B. Slade	1.00	Participate in committee interview.
01/09/23	Josh Sussberg, P.C.	0.20	Correspond re UCC meeting with principals and next steps.
01/10/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re UCC meetings and status.
01/10/23	Josh Sussberg, P.C.	0.10	Telephone conference with R. Stark re status hearing.
01/11/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson re UCC meeting deck (.2); correspond with same re same (.2).
01/11/23	Rob Jacobson	1.60	Review, revise UCC deck (.9); correspond with Z. Ben-Shahar, F. Petrie, M. Reiney re same (.7).
01/11/23	Laura K. Riff	0.40	Telephone conference with Company, M. Slade re UCC diligence request.
01/11/23	Josh Sussberg, P.C.	0.90	Conference with R. Stark re status and next steps, including call with management (.4); conference with Z. Prince and R. Kanowitz re same (.4); correspond with J. Mayers re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Rob Jacobson	2.10	Correspond with BRG team re UCC diligence requests (.5); draft diligence materials re same (.6); correspond with F. Petrie re same (.3); review, revise diligence materials re same (.7).
01/12/23	Christine A. Okike, P.C.	2.50	Review UCC deck (1.0); telephone conference with UCC, management and advisors (1.0); follow up telephone conference with management, Haynes & Boone and F. Petrie, K&E teams re same (.5).
01/12/23	Josh Sussberg, P.C.	1.30	Correspond with C. Okike re call with UCC (.1); telephone conference with UCC co-chairs and counsel (1.0); correspond re same and next steps (.1); correspond with R. Kanowitz re same (.1).
01/13/23	Francis Petrie	1.20	Telephone conference with C. Okike and M. Slade re Committee issues and strategy (.5); correspond with Moelis team re UCC objection (.4); review objection re same (.3).
01/13/23	Laura K. Riff	1.50	Telephone conference with Company and M. Slade re UCC diligence requests (1.2); prepare plan re same (.3).
01/14/23	Richard U. S. Howell, P.C.	0.40	Review committee objections.
01/15/23	Francis Petrie	0.50	Telephone conference with M. Reiney, K&E team re UCC strategy.
01/16/23	Laura K. Riff	1.70	Telephone conference with M. Slade and BRG re UCC diligence requests (.5); review and analyze documents re same (1.2).
01/16/23	Michael B. Slade	0.50	Telephone conference with BRG, L. Riff re committee diligence requests.
01/18/23	Richard U. S. Howell, P.C.	0.20	Review supporting documents re 341 meeting.
01/18/23	Michael B. Slade	0.30	Telephone conference with UCC counsel re diligence requests.
01/19/23	Christine A. Okike, P.C.	2.00	Telephone conference with management, BRG, F. Petrie, K&E teams re UCC diligence requests (1.4); telephone conference with UCC, management and advisors re UCC key issues (.6).
01/19/23	Laura K. Riff	1.20	Telephone conference with Company re UCC diligence request list.
01/19/23	Michael B. Slade	1.40	Telephone conference with UCC advisors, Company, BRG team re diligence requests.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Michael B. Slade	0.80	Draft response re UCC letter.
01/19/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re UCC objections.
01/20/23	Laura K. Riff	0.70	Telephone conference with Company re responding to Brown Rudnick requests for diligence materials.
01/22/23	Josh Sussberg, P.C.	1.00	Conference with M. Meghji re UCC considerations (.2); conference with M. Renzi re same (.3); conference with R. Stark re same (.3); review UCC letter (.1); correspond with C. Okike re same (.1).
01/23/23	Laura K. Riff	2.40	Review and analyze documents re creditors' committee requests.
01/23/23	Josh Sussberg, P.C.	0.50	Telephone conference with M. Meghji re UCC meeting (.3); review questions in response to same (.1); correspond with management re same (.1).
01/23/23	Josh Sussberg, P.C.	0.50	Telephone conference with Z. Prince re UCC call (.2); correspond with Z. Prince re same (.3).
01/24/23	Christine A. Okike, P.C.	1.50	Attend meeting with Company, UCC and advisors.
01/24/23	Laura K. Riff	4.50	Telephone conference with Company re UCC document requests (.8); review and analyze documents re same (2.5); train Kirkland attorneys for same (.8); review materials re same (.4).
01/24/23	Jimmy Ryan	0.10	Correspond R. Jacobson re UCC diligence.
01/24/23	Michael B. Slade	1.00	Participate in telephone conference with UCC and members.
01/24/23	Josh Sussberg, P.C.	2.20	Correspond with Moelis, BRG and M. Slade re UCC meeting (.3); conference with management re UCC meeting (.5); attend UCC meeting (1.4).
01/25/23	Laura K. Riff	4.10	Conference with E. Garcia, K&E team re UCC requests (1.0); review and analyze responsive documents re same (2.1); review and analyze requests for same (1.0).
01/26/23	Christine A. Okike, P.C.	0.40	Telephone conference with Brown Rudnick, M3, Elementus, Moelis, BRG, Haynes & Boone, F. Petrie, K&E teams.
01/26/23	Francis Petrie	0.50	Participate in weekly UCC diligence meeting with K&E team, BRG, UCC advisors.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team, BRG, UCC re deal updates.
01/26/23	Laura K. Riff	4.90	Review documents re responses to UCC requests (2.5); telephone conference with M. Slade re same (.4); attend telephone conference with Company re same (.5); review and analyze documents re same (1.5).
01/26/23	Josh Sussberg, P.C.	0.20	Correspond re status conference with R. Stark and M. Meghji.
01/27/23	Laura K. Riff	3.10	Telephone conference with C. Costello re UCC diligence requests (.5); telephone conference with Company re same (.6); review and analyze documents re same (1.5); review and analyze new document requests re UCC (.5).
01/27/23	Michael B. Slade	0.30	Review, analyze UCC diligence requests.
01/29/23	Laura K. Riff	1.50	Review and analyze diligence requests from creditors' committee.
01/30/23	Michael B. Slade	1.20	Participate in diligence telephone conference with UCC.
01/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, K&E teams, UCC teams re Fireblocks infrastructure.
01/31/23	Laura K. Riff	3.20	Review and analyze documents re production to creditors' committee.
01/31/23	Laura K. Riff	2.30	Review and analyze documents re production and requests re creditors' committee.
Total		105.10	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075871
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 521,405.00

Total legal services rendered

\$ 521,405.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.80	735.00	588.00
Trevor Eck	89.80	735.00	66,003.00
Julia R. Foster	1.90	480.00	912.00
Susan D. Golden	1.30	1,475.00	1,917.50
Will Guthrie	23.10	1,245.00	28,759.50
David Hackel	10.10	735.00	7,423.50
Rob Jacobson	1.30	1,155.00	1,501.50
Katherine Karnosh	3.80	935.00	3,553.00
Mike James Koch	38.40	735.00	28,224.00
Sarah R. Margolis	60.80	995.00	60,496.00
Brian Nakhaimousa	57.80	995.00	57,511.00
Christine A. Okike, P.C.	14.00	1,850.00	25,900.00
Isabella J. Parette	19.20	735.00	14,112.00
Francis Petrie	56.10	1,295.00	72,649.50
Margaret Reiney	75.00	1,155.00	86,625.00
Jimmy Ryan	47.50	885.00	42,037.50
Michael B. Slade	1.00	1,855.00	1,855.00
Luke Spangler	1.90	325.00	617.50
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
Steve Toth	11.70	1,615.00	18,895.50
Mason N. Zurek	0.60	995.00	597.00
TOTALS	516.70		\$ 521,405.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/01/23	Francis Petrie	0.50	Correspond with Moelis, B. Nakhaimousa, K&E team re sale process (.2); telephone conference with Moelis team re asset packages and sale process (.3).
01/02/23	Mike James Koch	4.60	Review, revise bidding procedures (3.9); correspond with B. Nakhaimousa, F. Petrie re same (.4); further review, revise bidding procedures (.3).
01/02/23	Brian Nakhaimousa	2.00	Review, revise bidding procedures, bidding procedures motion (1.7); correspond with M. Koch, F. Petrie, C. Okike, Moelis re same (.3).
01/02/23	Christine A. Okike, P.C.	2.60	Review and revise bid procedures motion, order and procedures.
01/02/23	Francis Petrie	1.30	Review bidding procedures (.5); correspond with B. Nakhaimousa, M. Koch and Moelis team re same (.3); review bidding procedures motion re revisions (.5).
01/03/23	Will Guthrie	2.70	Draft memorandum re asset sale considerations (2.6); correspond with S. Toth and K&E Team re same (.1).
01/03/23	Mike James Koch	0.50	Review, analyze bidding procedures (.4); correspond with B. Nakhaimousa re same (.1).
01/03/23	Mike James Koch	2.00	Review, revise bidding procedures (1.8); correspond with B. Nakhaimousa re same (.2).
01/03/23	Sarah R. Margolis	0.30	Telephone conference with J. Ryan re NDA (.1); review, analyze same (.2).
01/03/23	Brian Nakhaimousa	2.10	Review, revise bidding procedures and bidding procedures motion (1.6); correspond with F. Petrie, K&E team, Walkers re same (.2); correspond with Moelis re NDA (.3).
01/03/23	Christine A. Okike, P.C.	1.00	Review bid procedures motion, order and procedures.
01/03/23	Francis Petrie	2.60	Review and revise bidding procedures motion (1.8); correspond with Moelis, B. Nakhaimousa, K&E team re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Jimmy Ryan	1.50	Correspond with S. Margolis, K&E team and Moelis team re bidding procedures related agreements (.7); telephone conference with S. Margolis re same (.2); review, revise NDAs re same (.6).
01/03/23	Steve Toth	1.70	Analyze draft APA for potential sale of separate assets.
01/04/23	Trevor Eck	1.80	Review, revise potential bid materials re sale process updates (1.5); draft NDAs re sale process (.3).
01/04/23	Will Guthrie	4.40	Review and analyze joint venture agreements in respect of sale of JV interests (4.3); telephone conference with R. Jacobson and K&E team re bankruptcy case status (.1).
01/04/23	Rob Jacobson	0.20	Correspond with Moelis, S. Toth, K&E team re form APA.
01/04/23	Katherine Karnosh	0.40	Review, revise asset purchase agreement.
01/04/23	Katherine Karnosh	0.20	Telephone conference with S. Cantor re asset purchase agreement.
01/04/23	Mike James Koch	0.70	Correspond with Kroll, B. Nakhaimousa re bidding procedures (.3); review, revise bidding procedures re bid deadline (.1); correspond with B. Nakhaimousa re same (.1); review, revise bidding procedures motion re bid protections (.2).
01/04/23	Sarah R. Margolis	3.80	Telephone conference with M. Frankle re NDA (.2); correspond with F. Petrie, R. Jacobson re amendment (.2); draft amendment re same (1.0); correspond with B. Nakhaimousa re same (.4); review, analyze NDAs (2.0).
01/04/23	Brian Nakhaimousa	1.50	Correspond with S. Margolis, K&E working group re NDAs (.3); conference with CS re bidding procedures (.2); correspond with M. Koch re same (.2); review, revise same (.8).
01/04/23	Francis Petrie	1.20	Telephone conference with Walkers team re stalking horse implication and sale process (.8); correspond with K&E team re sale confidentiality process (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/04/23	Jimmy Ryan	2.70	Correspond with S. Margolis, K&E team, Moelis team, confidential counterparty re bidding procedures, NDAs (1.3); review, analyze NDA re same (.3); prepare for telephone conference with confidential counterparty re same (.5); office conference with B. Nakhaimousa re same (.2); telephone conference with confidential counterparty re same (.4).
01/04/23	Steve Toth	0.40	Analyze draft bid procedures.
01/05/23	Trevor Eck	4.60	Review, revise NDAs (1.4); correspond with S. Margolis, B. Nakhaimousa re same (.6); research, analyze NDA precedent (.2); review, revise NDA re same (1.1); draft form term amendment page (.8); correspond with S. Margolis, B. Nakhaimousa re same (.3); compile executed NDAs (.1); correspond with S. Margolis, B. Nakhaimousa re same (.1).
01/05/23	Katherine Karnosh	3.20	Review and revise asset purchase agreement.
01/05/23	Sarah R. Margolis	3.70	Review, analyze NDAs (2.0); correspond with confidential counterparties re same (1.0); correspond with B. Nakhaimousa, K&E team re same (.4); review, revise NDA (.3).
01/05/23	Brian Nakhaimousa	4.90	Review, revise bidding procedures, bidding procedures motion (2.8); correspond with S. Margolis, K&E team, HB, Company re NDAs (.6); review, revise form amendment re same (.5); review, analyze issues re same (.5); conference with confidential counterparty (.5).
01/05/23	Isabella J. Paretti	0.70	Conference with B. Nakhaimousa, interested party re sale process (.4); draft notes re same (.1); correspond with S. Margolis, B. Nakhaimousa re revisions re NDAs (.2).
01/05/23	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team re bidding procedures, NDAs re same.
01/06/23	Trevor Eck	3.80	Review, revise NDAs (2.1); draft amendment re same (.2); review, analyze confidential counterparty list re same (.1); review, update NDAs (1.1); research, analyze NDA considerations (.2); correspond with B. Nakhaimousa re potential bid materials and sale process (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/23	Rob Jacobson	1.10	Review, analyze contents of virtual data room re sale process.
01/06/23	Mike James Koch	4.00	Review, revise pleadings re bidding procedures (2.7); correspond with B. Nakhaimousa re same (.4); review, analyze data room materials re confidentiality considerations (.8); correspond with I. Paretti re same (.1).
01/06/23	Sarah R. Margolis	1.00	Review, revise NDA (.1); correspond with potential auction party re same (.1); revise, revise NDAs (.5); correspond with B. Nakhaimousa, J. Ryan re same (.3).
01/06/23	Sarah R. Margolis	0.80	Review, revise NDAs.
01/06/23	Brian Nakhaimousa	1.20	Correspond with M. Koch re bidding procedures motion, declaration (.3); conference with S. Margolis re NDAs (.5); correspond with Moelis, S. Margolis, K&E team re same (.2); conference with Moelis re bidding procedures declaration (.2).
01/06/23	Isabella J. Paretti	2.30	Review, analyze materials in sale virtual data room re privacy, security considerations (1.9); correspond with M. Koch re same (.2); correspond with M. Reiney re same (.2).
01/06/23	Francis Petrie	1.20	Correspond with Moelis re sale process and diligence (.4), correspond re virtual data room contents (.8).
01/06/23	Margaret Reiney	1.70	Review data site documents (1.2); correspond with S. Margolis, K&E team re same (.5).
01/06/23	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team re bidding procedures, confidential documents.
01/07/23	Mike James Koch	2.00	Review, revise bidding procedures (1.8); correspond with B. Nakhaimousa re same (.2).
01/07/23	Brian Nakhaimousa	0.70	Conference with M. Koch re bidding procedures (.2); correspond with same re same (.2); review, revise same (.3).
01/07/23	Jimmy Ryan	0.40	Review, revise NDAs.
01/08/23	Trevor Eck	2.80	Review, revise NDAs (1.9); research, analyze precedent re same (.8); correspond with B. Nakhaimousa re same (.1).

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075871

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/08/23	Brian Nakhaimousa	2.40	Review, revise bidding procedures (.6); review, revise NDAs (1.6); correspond with T. Eck, S. Margolis, K&E team, Moelis re same (.2).
01/08/23	Isabella J. Paretti	2.50	Review, revise NDA (2.1); correspond with S. Margolis re same (.1); conference with B. Nakhaimousa re same (.1); correspond with B. Nakhaimousa re same (.1); correspond with T. Eck re same (.1).
01/08/23	Francis Petrie	1.10	Review and revise bidding procedures (.5); correspond with Walkers, JP (.6).
01/08/23	Margaret Reiney	0.70	Review and revise bidding procedures notice (.4); correspond with B. Nakhaimousa, K&E team re same (.3).
01/08/23	Jimmy Ryan	1.30	Review, revise NDAs (.6); review, analyze precedent re same (.4); correspond with S. Margolis, K&E team re same (.3).
01/08/23	Mason N. Zurek	0.20	Review correspondence from BRG, Moelis teams re mining and sales.
01/09/23	Trevor Eck	3.30	Review, revise bidding procedures (1.3); review, revise NDAs (.7); draft amendments re same (.3); review, revise NDAs (.7); correspond with B. Nakhaimousa, S. Margolis re same (.3).
01/09/23	Will Guthrie	0.70	Draft memorandum re asset sale considerations.
01/09/23	David Hackel	3.80	Review, revise bidding procedures motion and related documents (3.6); correspond with B. Nakhaimousa, K&E team re same (.2).
01/09/23	Mike James Koch	0.30	Review, revise bidding procedures (.2); correspond with B. Nakhaimousa re same (.1).
01/09/23	Sarah R. Margolis	2.30	Review, analyze NDAs re potential party comments (1.9); correspond with B. Nakhaimousa, K&E team re same (.4).
01/09/23	Brian Nakhaimousa	3.30	Review, revise bidding procedures, motion (1.4); correspond with C. Okike, F. Petrie, M. Reiney, M. Koch, Walkers, Cole Schotz, Moelis re same (.5); prepare same for filing (.2); review, revise NDAs (.9); correspond with R. Jacobson, K&E team, Moelis, confidential counterparties re same (.3).
01/09/23	Christine A. Okike, P.C.	0.50	Review bid procedures motion.

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075871

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Isabella J. Paretti	0.40	Review, revise NDA (.2); correspond with B. Nakhaimousa re same (.2).
01/09/23	Francis Petrie	2.20	Finalize bidding procedures (1.7); correspond with JPLs and Walkers re same (.5).
01/09/23	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team re NDAs.
01/10/23	Trevor Eck	2.60	Review, revise NDAs (1.2); review revise potential bid materials re same (.7); telephone conference with M. Reiney, K&E team re NDA issue (.3); telephone conference with M. Reiney, K&E team, HB re same (.4).
01/10/23	Will Guthrie	2.70	Draft memorandum re asset sale considerations (1.6); review bidding procedures motion and proposed order (1.1).
01/10/23	Mike James Koch	1.80	Draft pleadings re bidding procedures (1.7); correspond with B. Nakhaimousa re same (.1).
01/10/23	Sarah R. Margolis	1.30	Telephone conference with M. Reiney, B. Nakhaimousa re consent rights (.3); review, revise NDAs re potential sale party comments (1.0).
01/10/23	Brian Nakhaimousa	1.50	Conference with Moelis re NDAs (.5); conference with HB, M. Reiney, K&E team re NDAs (.5); correspond with Moelis, Company, S. Margolis, K&E team, HB re same (.5).
01/10/23	Jimmy Ryan	0.10	Correspond with S. Margolis, K&E team re NDAs.
01/11/23	Trevor Eck	1.40	Review, analyze sale data room diligence re redacted information.
01/11/23	Will Guthrie	0.80	Revise memorandum re asset sale considerations.
01/11/23	Sarah R. Margolis	0.20	Review, analyze NDAs re sale party comments.
01/11/23	Brian Nakhaimousa	4.90	Draft, review, revise NDAs (3.4); correspond with M. Reiney, K&E team re same (.5); conferences with Moelis, HB re NDAs (1.0).
01/11/23	Margaret Reiney	3.10	Review and revise NDAs (2.4); correspond with B. Nakhaimousa, K&E team, H&B re same (.7).
01/11/23	Jimmy Ryan	2.50	Correspond with S. Margolis, K&E team re NDAs (.2); draft NDAs re same (2.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/23	Steve Toth	0.70	Review, analyze precedent APAs (.3); revise APA re same (.4).
01/12/23	Trevor Eck	2.10	Review, analyze NDAs re counterparty issue (.4); review, analyze partially executed agreements re same (.4); review analyze data room diligence re same (.3); review, revise potential bid materials re counterparty updates (.7); correspond with B. Nakhaimousa, K&E team re same (.3).
01/12/23	Sarah R. Margolis	3.80	Review, analyze NDAs re potential party comments.
01/12/23	Brian Nakhaimousa	3.20	Conferences with M. Reiney, Moelis, S. Margolis re NDAs (1.0); review, revise form re same (1.7); review, revise NDAs (.5).
01/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with JPLs, Walkers, Moelis, Haynes & Boone, F. Petrie, K&E teams re sale process.
01/12/23	Francis Petrie	1.80	Telephone conference with Committee advisors re sale process, diligence (.7); Review NDAs and correspond with M. Reiney, K&E team re same (.5); telephone conference with JPLs, Walkers team re sale process (.6).
01/12/23	Margaret Reiney	4.40	Review, revise NDAs (2.4); research re same (1.5); correspond with F. Petrie, K&E team re same (.5).
01/12/23	Jimmy Ryan	0.30	Correspond with S. Margolis, K&E team re NDAs.
01/13/23	Trevor Eck	5.80	Review, revise NDAs (2.9); draft issues lists re same (1.5); review, revise internal potential bid materials re same (1.0); correspond with M. Reiney, K&E team re same (.4).
01/13/23	Sarah R. Margolis	2.90	Review, revise NDAs (2.2); correspond with B. Nakhaimousa, M. Reiney, T. Eck re same (.4); telephone conference with B. Nakhaimousa re same (.3).
01/13/23	Brian Nakhaimousa	4.40	Review, revise NDAs (3.2); correspond with M. Reiney re same (.4); conferences with M. Reiney re same (.3); prepare issues list re same (.5).
01/13/23	Francis Petrie	0.90	Correspond with B. Nakhaimousa, M. Reiney, K&E team re sale process and NDAs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Margaret Reiney	3.20	Review, revise NDAs (2.4); correspond with F. Petrie, K&E team re same (.8).
01/13/23	Jimmy Ryan	1.00	Correspond with S. Margolis, K&E team re NDAs (.9); telephone conference with B. Nakhaimousa re same (.1).
01/14/23	Trevor Eck	2.10	Draft issues list re outstanding NDAs (1.8); compile NDAs re same (.3).
01/14/23	Sarah R. Margolis	0.30	Review, revise NDAs re potential bidder comments.
01/14/23	Margaret Reiney	2.80	Review, revise NDAs (2.3); correspond with S. Margolis, K&E team re same (.5).
01/15/23	Trevor Eck	2.50	Review, revise NDAs (1.8); draft issues list re same (.7).
01/15/23	Brian Nakhaimousa	0.30	Correspond with T. Eck re executed NDAs.
01/16/23	Trevor Eck	1.10	Draft issues list re NDAs (.9); correspond with Moelis, B. Nakhaimousa and K&E team re NDA process updates (.2).
01/16/23	Brian Nakhaimousa	1.20	Review, analyze precedent reply re bidding procedures (.5); review, revise NDAs (.7).
01/17/23	Trevor Eck	1.30	Draft issues list re NDAs (.4); review analyze NDAs re organization, compliance with form (.7); correspond with B. Nakhaimousa, K&E team re same (.2).
01/17/23	Will Guthrie	0.10	Review timeline for bankruptcy case re asset sale considerations.
01/17/23	Mike James Koch	0.20	Review, analyze sale process letter (.1); correspond with B. Nakhaimousa re same (.1).
01/17/23	Sarah R. Margolis	4.10	Review, revise NDAs (3.5); correspond with M. Reiney, B. Nakhaimousa re same (.6).
01/17/23	Brian Nakhaimousa	4.70	Review, revise potential bid materials (1.3); correspond with T. Eck, S. Margolis re same (.2); correspond with Moelis re NDAs (.3); review, revise various NDAs (1.8); correspond with S. Margolis, T. Eck, J. Ryan re same (.3); prepare same for execution (.5); correspond with M. Koch re process letters (.2); correspond with Company re NDAs (.1).
01/17/23	Christine A. Okike, P.C.	0.40	Review sale process letter.
01/17/23	Isabella J. Paretti	0.90	Review NDAs (.7); correspond with M. Koch and B. Nakhaimousa re same (.2).
01/17/23	Mason N. Zurek	0.10	Review sale process timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Trevor Eck	4.10	Review, revise potential bid materials re status updates (.7); draft issues list re NDAs (.6); review, revise NDAs (1.4); correspond with B. Nakhaimousa, K&E team re same (.3); review, revise NDAs re preparation for execution (.4); correspond with Moelis re same (.1); compile outstanding NDAs and issues list re Company review (.6).
01/18/23	Will Guthrie	4.30	Telephone conference with Moelis, S. Toth and K&E team re asset sales (.7); telephone conference with S. Toth re same (.2); correspond with S. Toth and K&E team re same (.2); draft memorandum re same (2.8); telephone conference with HB re same (.2); correspond with M. Frankle and S. Toth re same (.2).
01/18/23	Sarah R. Margolis	5.20	Review, revise NDAs (2.9); correspond with confidential counterparties re same (.3); review, revise form NDA (.2); correspond with M. Reiney, Alix team re same (.2); review, revise NDAs (1.0); draft issues list re same (.4); correspond with B. Nakhaimousa, T. Eck re same (.2).
01/18/23	Brian Nakhaimousa	0.80	Correspond with S. Margolis, K&E team Company, Moelis re NDAs.
01/18/23	Isabella J. Paretti	1.10	Review, revise proposed NDAs (.7); conference with B. Nakhaimousa (.4).
01/18/23	Margaret Reiney	2.30	Correspond with J. Ryan, K&E team re bidding procedures (.2); review materials re same (.6); review and revise NDAs (1.1); correspond with K&E team re same (.4).
01/18/23	Jimmy Ryan	5.30	Review, revise bidding procedures NDAs (3.2); correspond with S. Margolis, Moelis team and confidential counterparty re same (.9); conference with S. Margolis, K&E team re same (1.1); telephone conference with Moelis team re same (.1).
01/18/23	Steve Toth	1.00	Conference with Moelis, W. Guthrie and K&E team re mining asset sales (.7); conference with W. Guthrie re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Trevor Eck	4.90	Review, revise NDAs (1.5); draft issues list re same (1.4); review, analyze precedent re same (.8); correspond with S. Margolis, K&E team re same (.2); review, revise NDA (.4); review, revise NDA re execution version (.2); review, compile NDAs and issues list re Company review (.4).
01/19/23	Will Guthrie	0.40	Telephone conference with S. Toth re asset sale considerations (.2); correspond with potential bidder re nondisclosure agreement considerations (.1); conference with potential bidder re same (.1).
01/19/23	Sarah R. Margolis	3.90	Review, revise NDAs (3.1); conference with T. Eck, B. Nakhaimousa, working group re same (.5); correspond with M. Reiney, M. Lovell, J. Ryan re same (.3).
01/19/23	Brian Nakhaimousa	1.00	Correspond with Moelis, M. Reiney re NDAs (.3); review, revise NDA (.5); prepare issues list re same (.2).
01/19/23	Christine A. Okike, P.C.	0.70	Telephone conference with Moelis, Walkers, Haynes & Boone and K&E teams re sale process (.5); review sale process outline (.2).
01/19/23	Isabella J. Parette	0.80	Review, analyze NDAs (.5); correspond with S. Margolis, B. Nakhaimousa re same (.3).
01/19/23	Francis Petrie	0.30	Telephone conference with counsel re bid procedures.
01/19/23	Margaret Reiney	3.50	Review, revise NDAs (1.9); correspond with B. Nakhaimousa, K&E team re same (.8); correspond with F. Petrie, K&E team re sale process (.8).
01/19/23	Jimmy Ryan	3.60	Review, revise NDAs (2.2); review, analyze precedent re same (.6); conference with S. Margolis, T. Eck re same (.8).
01/19/23	Michael B. Slade	1.00	Telephone conference with Moelis team (.6); review, analyze supporting documentation for bid procedures re same (.4).
01/19/23	Steve Toth	1.00	Analyze confidential sale documents (.4); correspond with M. Reiney and K&E team re same (.3); discuss loans with W. Guthrie (.2); respond to related correspondence (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/20/23	Trevor Eck	3.70	Research re sale process executory contract issue (1.6); correspond with M. Reiney re same (.3); draft issues list re NDAs (1.2); review, revise NDAs re execution (.3); correspond with S. Margolis, K&E team re NDAs (.3).
01/20/23	Will Guthrie	1.40	Correspond with S. Toth, K&E team, Moelis team, HB team re assets sale considerations (.7); telephone conference with S. Toth re same (.1); telephone conference with Moelis team re same (.2); correspond with S. Toth, K&E team re same (.4).
01/20/23	Sarah R. Margolis	4.30	Review, revise NDAs (1.4); correspond with confidential parties re same (.1); correspond with M. Reiney, B. Nakhaimousa re same (.1); correspond with M. Frankle re consent, disclosures (.1); telephone conference with J. Ryan re same (.1); review, revise NDAs (2.2); correspond with M. Reiney, B. Nakhaimousa, working group re same (.3).
01/20/23	Sarah R. Margolis	0.50	Correspond with B. Nakhaimousa, working group re NDA comments (.2); review, revise same (.3).
01/20/23	Margaret Reiney	2.10	Review and revise NDAs (1.6); correspond with S. Margolis, K&E team, HB re same (.5).
01/20/23	Jimmy Ryan	1.60	Review, revise NDAs (1.0); correspond with S. Margolis, K&E team re same (.4); telephone conference with S. Margolis re same (.2).
01/20/23	Steve Toth	0.80	Analyze and revise correspondence with Moelis and HB (.6); correspond with W. Guthrie re APA and machines to sell (.2).
01/21/23	Trevor Eck	5.70	Draft issues list re NDAs (1.7); review revise same re same (.4); review, revise NDAs (1.4); research precedent re same (.8); review, revise NDAs re execution versions (.3); compile NDAs and issues list packages re Company approval (.7); correspond with M. Reiney, K&E team re outstanding NDAs, updates (.4).
01/21/23	Brian Nakhaimousa	0.80	Review, revise NDAs issues list (.6); correspond with T. Eck re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/23	Margaret Reiney	3.20	Review, revise NDAs (2.4); correspond with B. Nakhaimousa, K&E team re same (.8).
01/21/23	Jimmy Ryan	0.40	Correspond with T. Eck, K&E team re NDAs (.2); telephone conference with T. Eck re same (.2).
01/22/23	Sarah R. Margolis	1.00	Review, revise NDAs (.7); correspond with B. Nakhaimousa, I. Paretti re same (.3).
01/22/23	Brian Nakhaimousa	0.30	Correspond with T. Eck, M. Reiney, S. Margolis re NDAs.
01/22/23	Isabella J. Paretti	0.80	Review, revise NDAs (.6); correspond with S. Margolis, M. Reiney re same (.2).
01/22/23	Francis Petrie	0.70	Review UST comments to bidding procedures motion (.2); review bid procedures materials re same (.5).
01/22/23	Jimmy Ryan	0.20	Correspond with S. Margolis, K&E team re NDAs.
01/22/23	Steve Toth	0.60	Correspond with M. Reiney, K&E team re NDAs (.2); correspond with F. Petrie, K&E team and Moelis re APAs (.4).
01/23/23	Trevor Eck	7.90	Review, revise NDAs (3.2); draft issues lists re same (1.2); research precedent re same (.6); research re loan agreement issues (2.5); correspond with S. Margolis, K&E team re NDA process updates, strategies and issues (.4).
01/23/23	Will Guthrie	0.70	Correspond with M. Reiney, K&E team re asset sale considerations (.2); telephone conference with M. Reiney, K&E team, Moelis team re bidding procedures order (.5).
01/23/23	Mike James Koch	5.50	Review, analyze precedent U.S. Trustee comments re bidding procedures (3.9); review, revise bidding procedures re same (1.2); correspond with B. Nakhaimousa re same (.4).
01/23/23	Sarah R. Margolis	4.20	Correspond with Moelis re NDAs (.1); review, revise NDAs (3.4); correspond with B. Nakhaimousa re same (.2); telephone conference with J. Ryan re same (.2); correspond with M. Reiney re same (.2); correspond with Company re same (.1).
01/23/23	Brian Nakhaimousa	0.80	Review, revise bidding procedures order (.4); correspond with M. Koch re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Brian Nakhaimousa	1.00	Correspond with S. Margolis, K&E team re confidential documents (.4); review, revise same (.6).
01/23/23	Christine A. Okike, P.C.	0.80	Correspond with bidder (.2); correspond with Moelis team re same (.1); telephone conference with Walkers, Haynes & Boone, F. Petrie, K&E teams re sale process (.5).
01/23/23	Isabella J. Paretti	0.70	Review, revise NDAs (.5); correspond with S. Margolis re same (.2).
01/23/23	Francis Petrie	4.50	Telephone conference with Walkers team re Bermuda process and bidding procedures (.7); correspond and follow up re same (.6); correspond with M. Reiney, K&E team re customer privacy in sale process (.5); review company policy re same (1.4); correspond with B. Nakhaimousa, K&E team, Moelis team re bidding procedures and objection (1.3).
01/23/23	Margaret Reiney	7.00	Correspond with F. Petrie, K&E team, Moelis re bidding procedures (.5); review and revise same (2.8); revise and revise NDAs (2.4); correspond with B. Nakhaimousa, K&E team, Company re same (1.3).
01/23/23	Jimmy Ryan	1.60	Correspond with S. Margolis, K&E team re NDAs (.6); telephone conference with confidential counterparty re same (.1); telephone conference with S. Margolis re same (.1); review, revise NDAs re same (.8).
01/23/23	Steve Toth	0.40	Discuss bidding procedures issues with Moelis, F. Petrie, K&E team.
01/24/23	Trevor Eck	4.30	Review, revise NDAs re execution (.9); correspond with Moelis re same (.3); research re NDAs and related issues (.8); review, revise potential bid materials re process updates and outstanding NDAs (1.3); compile, organize NDAs re Company review (.3); correspond with M. Reiney, K&E team, Moelis re outstanding NDAs (.7).
01/24/23	Susan D. Golden	0.40	Correspond with C. Okike and F. Petrie re bidding procedures and U.S. Trustee CPO request.
01/24/23	Will Guthrie	0.20	Correspond with S. Toth, K&E team re bidding procedures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Mike James Koch	1.40	Review, revise materials re bidding procedures (1.1); correspond with B. Nakhaimousa, M. Reiney re same (.3).
01/24/23	Sarah R. Margolis	3.50	Correspond with T. Eck, J. Ryan re NDAs (.5); review, analyze NDAs (.2); review, revise NDAs re party comments, Company parties (2.8).
01/24/23	Brian Nakhaimousa	1.30	Correspond with S. Margolis re NDAs (.4); review, revise bidding procedures (.5); correspond with M. Koch re same (.2); review limited objection re bidding procedures (.2).
01/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with Haynes & Boone, F. Petrie, K&E teams re bid procedures re International.
01/24/23	Francis Petrie	1.20	Telephone conference with Company, Moelis teams re sale process and international considerations (.5); correspond with UCC team re bidding procedures open issues, form of revised order (.7).
01/24/23	Margaret Reiney	6.20	Review and revise bidding procedures (2.8); correspond with F. Petrie, K&E team, Moelis re same (1.2); review and revise NDAs (1.5); correspond with B. Nakhaimousa, K&E team, Company re same (.7).
01/24/23	Jimmy Ryan	0.90	Review, revise NDAs (.5); correspond with S. Margolis, K&E team re same (.4).
01/24/23	Josh Sussberg, P.C.	0.30	Conference with J. Dermont re sale status and next steps.
01/24/23	Steve Toth	0.40	Review correspondence re bidding procedures (.2); analyze comments to bidding procedures (.2).
01/25/23	Ziv Ben-Shahar	0.30	Research re joint venture governance considerations (.2); correspond with I. Paretti re same (.1).
01/25/23	Trevor Eck	2.90	Review, revise NDAs (.9); draft issues list re same (.7); correspond with M. Reiney, K&E team re same (.2); compile, organize NDAs and issues lists re Company review (.4); review, revise NDAs re execution (.3); review, revise potential bid materials re process updates (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Mike James Koch	3.40	Review, revise bidding procedures reply (3.0); correspond with B. Nakhaimousa, K&E team re same (.4).
01/25/23	Sarah R. Margolis	3.60	Conference with confidential parties (.2); telephone conference with T. Eck re NDAs (.1); correspond with M. Reiney, Alix team re same (.1); telephone conference with confidential party re NDA (.2); review, revise NDAs re party, Company comments (3.0).
01/25/23	Brian Nakhaimousa	0.80	Review, revise bidding procedures declaration (.5); review, revise transaction notice (.2); correspond with S. Golden re transaction notice (.1).
01/25/23	Christine A. Okike, P.C.	1.10	Review sale process timeline (.3); correspond with Moelis team re same (.5); review bid procedures (.3).
01/25/23	Francis Petrie	1.50	Correspond with U.S. Trustee, CS team re bidding procedures objection (.5); review same (.4); review and revise order (.6).
01/25/23	Margaret Reiney	4.90	Correspond with F. Petrie, K&E team, Block re NDAs (.3); review and revise NDAs (1.5); correspond with F. Petrie, K&E team, Company re same (.9); review and revise bidding procedures documents (1.8); correspond with J. Ryan, K&E team re same (.4).
01/25/23	Jimmy Ryan	3.60	Correspond with S. Margolis, K&E team and Moelis team re NDAs (.1); telephone conference with M. Reiney, confidential counterparty re same (.1); correspond with M. Koch, K&E team and Moelis team re reply to objection to bidding procedures (.6); telephone conferences with B. Nakhaimousa, K&E team re same (.5); office conference with F. Petrie re same (.1); review, analyze precedent re same (.4); research re same (.5); analyze issues re same (.4); review, analyze U.S. Trustee objection re same (.5); draft summary of same (.4).
01/26/23	Ziv Ben-Shahar	0.50	Review correspondence from Moelis, S. Margolis and K&E team sale process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Trevor Eck	6.70	Research re bidding procedures issue (1.5); review, revise NDAs (1.6); draft issues lists re same (.8); review, revise potential bid materials re sale process updates (.6); correspond with M. Reiney, K&E team, Moelis re same (.3); draft sale process action items list re same (1.2); review, revise NDAs re execution (.4); compile, organize NDAs re Company update, records (.3).
01/26/23	Susan D. Golden	0.90	Review U.S. Trustee objection to bidding procedures and request for CPO (.4); conference with F. Petrie, M. Reiney and J. Ryan re response to same (.5).
01/26/23	Will Guthrie	0.70	Conference with Moelis, S. Toth, K&E team re U.S. Trustee objection to bidding procedures (.3); review bidding procedures order re same (.4).
01/26/23	David Hackel	3.70	Research re bidding procedures (3.3); correspond with M. Koch, T. Eck, K&E team re same (.4).
01/26/23	Mike James Koch	4.30	Research re bidding procedures (1.4); draft bidding procedures reply (2.2); correspond with B. Nakhaimousa, J. Ryan re same (.5); conference with B. Nakhaimousa, J. Ryan, Moelis team re same (.2).
01/26/23	Sarah R. Margolis	2.20	Correspond with M. Reiney, T. Eck re NDAs (.1); review, analyze NDAs (2.1).
01/26/23	Brian Nakhaimousa	1.50	Review, analyze U.S. Trustee objection re bidding procedures (.7); correspond with J. Ryan re same (.3); conference with Moelis re U.S. Trustee comments re bidding procedures (.5).
01/26/23	Christine A. Okike, P.C.	0.20	Telephone conference with Brown Rudnick, F. Petrie, K&E teams re bid procedures.
01/26/23	Francis Petrie	5.60	Review, revise bidding procedures re objection (1.0); telephone conference with Moelis team re same (.4); telephone conference with Brown Rudnick team re stalking horse notice (.5); review and revise materials re same (1.2); office conference with M. Reiney re same (.6); review and revise reply re bidding procedures approval (1.9).

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075871

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Margaret Reiney	6.60	Review, revise bidding procedures documents (3.5); correspond with F. Petrie, K&E team re same (1.7); correspond with J. Ryan, K&E team, Moelis re NDAs, bidding procedures objection (.5); review U.S. Trustee objection to bidding procedures (.9).
01/26/23	Jimmy Ryan	9.70	Correspond with F. Petrie, K&E team and Moelis team re reply to bidding procedures objection (1.2); research re same (1.2); analyze issues re same (.8); draft reply re same (5.5); conference with F. Petrie, K&E team and Moelis team re same (.2); conference with F. Petrie, K&E team re same (.5); office conference with M. Reiney re same (.3).
01/26/23	Steve Toth	0.30	Discuss bidding procedures with Moelis, F. Petrie, K&E team (.2); conference with BRG re bidding procedures (.1).
01/26/23	Mason N. Zurek	0.10	Correspond with M. Reiney, Moelis, K&E team re bidding procedures.
01/27/23	Trevor Eck	4.00	Review, revise NDAs (1.6); draft NDAs issues lists re same (.8); correspond with S. Margolis, K&E team and Moelis re same (.4); revise NDAs re execution version (.4); review, analyze joint venture materials re NDAs (.3); review, revise potential bid materials re updates (.5).
01/27/23	Will Guthrie	1.70	Conference with potential bidder re nondisclosure agreement (.7); correspond with S. Toth, K&E team re same (.4); correspond with S. Toth, K&E team re bidding procedures (.6).
01/27/23	David Hackel	2.30	Research, review transcripts re bidding procedures (2.1); correspond with J. Foster, B. Nakhaimousa, K&E team re same (.2).
01/27/23	Mike James Koch	1.60	Review, revise declaration re bidding procedures reply (1.4); correspond with B. Nakhaimousa, M. Reiney re same (.2).
01/27/23	Sarah R. Margolis	2.40	Review, analyze NDAs re loan counterparty (.2); correspond with M. Frankle, T. Eck, K&E team re same (.1); review, revise NDAs (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Brian Nakhaimousa	1.50	Review, revise declaration re bidding procedures (1.0); correspond with M. Reiney, K&E team re same (.1); review, revise bar date notice (.1); transaction notice re publication (.2); correspond with R. Jacobson re same (.1).
01/27/23	Christine A. Okike, P.C.	0.60	Review bid procedures (.4); review bid procedures order (.2).
01/27/23	Isabella J. Paretti	1.90	Correspond with L. Spangler re transcripts re bidding procedures (.1); conference with B. Nakhaimousa re same (.5); research re case law re bidding procedures (1.3).
01/27/23	Francis Petrie	7.70	Revise bidding procedures (2.2); correspond with Company re customer privacy data (.7); correspond with U.S. Trustee (.5); review and revise materials re bidding procedures (3.3); review materials, process letters re same (1.0).
01/27/23	Margaret Reiney	5.30	Review and revise bidding procedures (3.2); review precedent re same (.8); correspond with F. Petrie, K&E team re same (1.3).
01/27/23	Jimmy Ryan	1.60	Correspond with M. Reiney, K&E team re reply to bidding procedures objection (.4); review, revise same (1.2).
01/27/23	Luke Spangler	1.90	Research precedent re bar date and bidding procedure transcripts (1.6); compile same (.2); distribute to I. Paretti and D. Hackel (.1).
01/27/23	Steve Toth	0.40	Correspond with M. Reiney re NDA (.2); correspond with F. Petrie re bidding procedures (.2).
01/28/23	Trevor Eck	1.80	Review, revise NDAs re counterparty form, comments.
01/28/23	David Hackel	0.30	Research re bidding procedures.
01/28/23	Mike James Koch	3.80	Research precedent re bidding procedures reply (.5); correspond with J. Ryan re same (.1); review, revise pleadings re bidding procedures reply (2.7); correspond with M. Reiney, K&E team re same (.5).
01/28/23	Mike James Koch	0.30	Review, revise agenda re hearing on bid protections, bar date (.2); correspond with M. Reiney re same (.1).
01/28/23	Sarah R. Margolis	0.20	Review, revise NDAs (.1); correspond with counterparties, B. Nakhaimousa, Moelis team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/23	Brian Nakhaimousa	2.00	Review, revise talking points re bidding procedures (.5); correspond with I. Paretti re same (.1); review, revise Moelis declaration (.3); correspond with M. Koch, K&E team re same (.1); review, revise bidding procedures reply (.8); correspond with M. Koch re same (.2).
01/28/23	Christine A. Okike, P.C.	1.90	Review bid procedures (.3); review U.S. Trustee objection to bid procedures (.2); review Tichenor declaration in support of bid protections (.4); review bid procedures reply (1.0).
01/28/23	Isabella J. Paretti	3.90	Draft talking points re bidding procedures motion (2.0); correspond with B. Nakhaimousa re same (.3); research re same (.9); review pleadings re same (.7).
01/28/23	Francis Petrie	6.60	Review and revise bidding procedures reply (3.8); review Tichenor declaration (1.2); review precedent re same (.5); correspond with M. Reiney, J. Sussberg, M. Koch, J. Ryan re same (1.1).
01/28/23	Margaret Reiney	5.70	Review and revise bidding procedures documents (3.1); correspond with F. Petrie, K&E team re same (1.8); review and revise agenda re same (.8).
01/28/23	Jimmy Ryan	6.00	Correspond with M. Koch, K&E team re reply to objection to bidding procedures (1.2); research re same (.9); review, revise reply re same (2.6); review, analyze precedent re same (.6); draft responses to U.S. Trustee re revised proposed bidding procedures order (.7).
01/28/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re bidding procedures and status.
01/28/23	Mason N. Zurek	0.20	Correspond with M. Reiney, K&E team re bidding procedures talking points.
01/29/23	Trevor Eck	1.90	Review, revise NDAs re counterparty comments, form (1.4); review, revise NDA (.5).
01/29/23	Mike James Koch	1.60	Review, revise pleadings re bidding procedures reply (1.4); correspond with M. Reiney, B. Nakhaimousa re same (.2).
01/29/23	Mike James Koch	0.40	Review, revise agenda re hearing re bidding procedures, bar date motion (.3); correspond with M. Reiney re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/23	Sarah R. Margolis	0.90	Review, revise NDAs (.7); correspond with T. Eck, B. Nakhaimousa re same (.2).
01/29/23	Brian Nakhaimousa	3.00	Review, revise transaction notice for publication (.3); review transcripts re bidding procedures (.7), revise talking points re bidding procedures (.9); conference with Moelis re sale timeline (.3); correspond with M. Reiney, F. Petrie re same (.8).
01/29/23	Christine A. Okike, P.C.	1.00	Review bid procedures order and bid procedures (.7); correspond with F. Petrie, K&E team re same (.3).
01/29/23	Isabella J. Paretti	2.30	Review, revise bidding procedures talking points (1.3); review precedent re hearing transcripts re same (.3); correspond with J. Ryan re same (.1); conference with B. Nakhaimousa re sale process timeline (.3); draft table re same (.3).
01/29/23	Francis Petrie	7.70	Finalize and file bidding procedures reply (1.1); finalize declarations for filing (.6); draft and revise materials re same (3.8); correspond with M. Reiney, K&E, Moelis teams re same (.8); draft and prepare responsive materials re UST objection (1.0); correspond with B. Nakhaimousa re notices (.4).
01/29/23	Margaret Reiney	6.10	Review and revise bidding procedures documents (3.7); correspond with F. Petrie, K&E team, Cole Schotz re same (1.5); review, revise talking points re same (.9).
01/29/23	Jimmy Ryan	2.60	Correspond with F. Petrie, K&E team re reply to objection to bidding procedures motion (.5); review, revise same (1.3); prepare for filing of same (.7); correspond with S. Margolis, K&E team re NDAs (.1).
01/29/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re bidding procedures hearing and U.S. Trustee resolution.
01/30/23	Trevor Eck	2.90	Review, revise NDAs (1.4); telephone conference with S. Margolis, K&E team, counterparty re same (.3); draft issues lists re same (.7); review, revise NDAs re execution (.5).
01/30/23	Julia R. Foster	1.90	Draft sale motion (.9); draft sale order (.6) draft declaration ISO sale motion (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/23	Will Guthrie	1.00	Teleconference with Moelis re asset sale considerations (.1); revise materials re same (.3); correspond with S. Toth, K&E team re same, bidding procedures (.6).
01/30/23	Sarah R. Margolis	3.50	Review, revise NDAs (2.8); correspond with M. Reiney re same (.2); correspond with B. Nakhaimousa, T. Eck re same (.1); telephone conference with Alix team re NDAs (.2); telephone conference with confidential counterparty re comments to NDAs (.2).
01/30/23	Brian Nakhaimousa	3.30	Conference with S. Margolis, potential M&A counterparty re NDAs (.5); review, revise NDAs (.8); correspond with T. Eck re same (.1); prepare publication version re transaction notice (1.7); correspond with Kroll, M. Reiney, Moelis re same (.2).
01/30/23	Christine A. Okike, P.C.	1.30	Correspond with bidder re sales timeline (.2); correspond with Moelis, F. Petrie, K&E teams re bid procedures (.8); review revised bid procedures order (.3).
01/30/23	Isabella J. Paretti	0.70	Review, revise NDAs (.5); correspond with S. Margolis re same (.2).
01/30/23	Francis Petrie	4.80	Prepare for bidding procedures hearing (.8); review and revise proposed order (.7); review, revise sale timeline (1.3); review, revise communications re same (.9); draft materials re same (1.1).
01/30/23	Margaret Reiney	5.20	Review and revise bidding procedures documents (2.6); correspond with F. Petrie, K&E team re same (.3); review and revise NDAs (1.4); correspond with B. Nakhaimousa, K&E team re same (.9).
01/30/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re bidding procedures resolution.
01/30/23	Steve Toth	1.40	Correspond with W. Guthrie re APA draft (.2); analyze revised APA (1.2).
01/31/23	Trevor Eck	3.80	Review, revise NDAs (1.4); draft issues lists re same (.9); review, analyze precedent re same (.4); correspond with M. Reiney, K&E team, Moelis re same (.4); review, revise potential bid materials re sale process updates (.7).

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075871

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/31/23	Will Guthrie	1.30	Telephone conference with S. Toth, K&E team, Moelis, HB re asset sale considerations (.7); draft materials re same (.4); correspond with S. Toth, K&E team re same (.2).
01/31/23	Sarah R. Margolis	0.90	Review, revise NDAs (.5); correspond with M. Reiney re same (.1); office conference with T. Eck, J. Ryan re same (.3).
01/31/23	Brian Nakhaimousa	1.20	Correspond with R. Jacobson, M. Reiney, S. Golden re publications re bidding procedures order, bar date order (.5); prepare same for publication (.7).
01/31/23	Brian Nakhaimousa	0.20	Correspond with T. Eck re NDAs.
01/31/23	Christine A. Okike, P.C.	1.10	Telephone conference re mining sale with Moelis, Haynes & Boone, F. Petrie, K&E teams (.8); review bidding procedures (.3).
01/31/23	Isabella J. Paretti	0.20	Correspond with S. Margolis, T. Eck re nondisclosure agreements.
01/31/23	Francis Petrie	2.70	Telephone conference with Moelis team re form APA re mining sale (.8); review and revise APA (.6); correspond with S. Toth, K&E team re same (.8); correspond re M&A counterparty, process with same (.2); correspond with Kroll team re deposit escrow and agreement (.3).
01/31/23	Margaret Reiney	1.00	Review, revise NDAs (.6); correspond with S. Margolis, K&E team re same (.4).
01/31/23	Steve Toth	2.60	Discuss mining assets and sale process with Moelis, Haynes and Boone, F. Petrie, K&E team (.8); revise APA (1.8).
Total		516.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075872
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 16,308.50

Total legal services rendered

\$ 16,308.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.40	735.00	294.00
Mike James Koch	1.00	735.00	735.00
Sarah R. Margolis	3.60	995.00	3,582.00
Christine A. Okike, P.C.	1.00	1,850.00	1,850.00
Isabella J. Paretti	1.20	735.00	882.00
Francis Petrie	2.30	1,295.00	2,978.50
Michael B. Slade	0.50	1,855.00	927.50
Luke Spangler	0.50	325.00	162.50
Josh Sussberg, P.C.	2.20	2,045.00	4,499.00
Mason N. Zurek	0.40	995.00	398.00
TOTALS	13.10		\$ 16,308.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Mike James Koch	1.00	Draft board update slide deck (.9); correspond with S. Margolis, K&E team re same (.1).
01/09/23	Sarah R. Margolis	2.50	Draft board update re second day hearing (1.6); correspond with M. Reiney, F. Petrie re same (.2); review, revise summary re status conference (.5); correspond with M. Koch re same (.2).
01/09/23	Francis Petrie	0.90	Review, revise board update materials (.6); correspond with S. Margolis, K&E Team re same (.3).
01/09/23	Michael B. Slade	0.50	Telephone conference with Company re case status update, legal strategy.
01/09/23	Mason N. Zurek	0.40	Review, analyze board update materials.
01/12/23	Ziv Ben-Shahar	0.40	Review, analyze and compile outstanding diligence requests (.2); correspond with R. Jacobson re same (.2).
01/17/23	Sarah R. Margolis	1.10	Draft summary re second day hearing re board meeting.
01/23/23	Josh Sussberg, P.C.	0.50	Participate in update telephone conference with management.
01/24/23	Isabella J. Paretti	1.20	Draft board update re hearing on January 27 (.5); correspond with M. Reiney, F. Petrie re same (.2); revise correspondence re same (.5).
01/24/23	Luke Spangler	0.50	Research precedent re consumer privacy ombudsman (.3); compile and distribute same to M. Koch (.2).
01/25/23	Christine A. Okike, P.C.	1.00	Participate in board meeting.
01/25/23	Francis Petrie	0.60	Draft presentation materials re board update.
01/25/23	Josh Sussberg, P.C.	1.50	Attend board call.
01/25/23	Josh Sussberg, P.C.	0.20	Telephone conference with S. Vogel re overall status.
01/26/23	Francis Petrie	0.40	Draft presentation materials re board update.
01/29/23	Francis Petrie	0.40	Draft presentation materials re board update.
Total		13.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075873
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 377,640.00

Total legal services rendered

\$ 377,640.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	12.00	985.00	11,820.00
Karsten Busby	2.70	1,295.00	3,496.50
Trevor Eck	9.20	735.00	6,762.00
Julia R. Foster	0.30	480.00	144.00
David Hackel	18.10	735.00	13,303.50
Richard U. S. Howell, P.C.	66.80	1,620.00	108,216.00
Aleschia D. Hyde	2.00	985.00	1,970.00
Rob Jacobson	26.50	1,155.00	30,607.50
Mike James Koch	3.90	735.00	2,866.50
Brian Nakhaimousa	5.30	995.00	5,273.50
Christine A. Okike, P.C.	11.30	1,850.00	20,905.00
Isabella J. Parette	9.70	735.00	7,129.50
Francis Petrie	44.00	1,295.00	56,980.00
Margaret Reiney	30.30	1,155.00	34,996.50
Laura K. Riff	2.60	1,405.00	3,653.00
Michael B. Slade	11.70	1,855.00	21,703.50
Josh Sussberg, P.C.	4.40	2,045.00	8,998.00
Katie J. Welch	28.50	1,135.00	32,347.50
Mason N. Zurek	6.50	995.00	6,467.50
TOTALS	295.80		\$ 377,640.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/02/23	David Hackel	2.20	Research re U.S. Trustee, Committee objections re KERP.
01/02/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with F. Petrie re open KERP hearing issues.
01/02/23	Richard U. S. Howell, P.C.	0.30	Review KERP documents.
01/02/23	Richard U. S. Howell, P.C.	1.00	Review and provide comments to draft KERP declarations and KERP pleadings.
01/02/23	Rob Jacobson	3.20	Draft presentation re employee disclosures.
01/03/23	Cade C. Boland	1.70	Review, analyze documents re compensation practices of Company employees.
01/03/23	David Hackel	1.30	Research re U.S. Trustee, Committee objections re KERP.
01/03/23	Richard U. S. Howell, P.C.	1.20	Telephone conferences with M. Slade re KERP hearing strategy and related issues (.8); prepare re same (.4).
01/03/23	Rob Jacobson	4.10	Review, revise presentation re employee compensation disclosures (3.6); review, analyze issues re same (.5).
01/03/23	Brian Nakhaimousa	0.20	Conference with WTW re KERP declaration (.1); correspond with K. Welch re same (.1).
01/03/23	Christine A. Okike, P.C.	1.50	Review employee presentation (.5); telephone conference with management, C Street and K&E teams re employee matters (.6); review Crowell and Gartrell declarations in support of KERP motion (.4).
01/03/23	Isabella J. Paretti	1.50	Review, revise declaration re employee retention programs (1.3); correspond with B. Nakhaimousa re same (.2).
01/03/23	Francis Petrie	0.90	Telephone conference with Company re people strategy and employee issues (.5); correspond with Company re KERP declaration and schedule disclosure (.4).
01/03/23	Michael B. Slade	0.70	Review, revise pleading re KERP disclosure.
01/03/23	Katie J. Welch	0.30	Correspond with C Street re key employee retention program declarations.
01/04/23	Cade C. Boland	1.00	Review, analyze documents re compensation practices of Company employees.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/04/23	David Hackel	2.80	Review, analyze key employee retention program motion, supporting declarations (.4); research re same (2.4).
01/04/23	Richard U. S. Howell, P.C.	0.60	Review, analyze open investigation and employee issues.
01/04/23	Richard U. S. Howell, P.C.	1.50	Review and provide comments to draft KERP declarations (.5); video conference re draft KERP declarations (1.0).
01/04/23	Rob Jacobson	5.80	Review, revise presentation re employee compensation disclosures (3.6); correspond with J. Sussberg, F. Petrie, K&E team re same (.2); review, revise re comments to presentation re employee disclosures (1.5); review, analyze data, issues re same (.5).
01/04/23	Francis Petrie	3.50	Review draft Company communications (.8); correspond with C. Okike re same (.2); correspond with M. Reiney re KERP diligence and materials (.3); review insider disclosures (1.2); correspond with M. Reiney re same (.4); review, analyze KERP presentation (.4) correspond with R. Jacobson, K&E team re same (.2).
01/04/23	Michael B. Slade	1.10	Telephone conference with F. Petrie, K&E team re retention program declarations (1.0); correspond with F. Petrie re same (.1).
01/04/23	Katie J. Welch	1.00	Telephone conference with Company and K&E team re KERP declaration.
01/04/23	Katie J. Welch	2.90	Review, revise Crowell declaration re KERP.
01/05/23	Cade C. Boland	1.70	Review, analyze documents re compensation practices of Company employees.
01/05/23	Richard U. S. Howell, P.C.	1.50	Telephone conference with M. Slade re open KERP hearing issues and employee issues (1.3); prepare re same (.2).
01/05/23	Richard U. S. Howell, P.C.	0.80	Review and provide comments to draft KERP declarations and KERP pleadings.

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075873

BlockFi Inc.

Matter Number:

54119-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Rob Jacobson	6.90	Review, revise presentation re employee disclosures (2.9); telephone conference with M. Slade re same (.4); review, revise employee disclosure presentation re same (2.3); review, analyze diligence, SoFA and schedules data re same (.8); telephone conference with Company, C. Okike, C Street team re employee disclosure communications matters (.5).
01/05/23	Brian Nakhaimousa	1.00	Research re contractor, PEO payment.
01/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street R. Jacobson, K&E teams re employee matters.
01/05/23	Isabella J. Paretti	0.70	Correspond with B. Nakhaimousa, K. Welch re key employee retention declaration (.3); revise same (.4).
01/05/23	Francis Petrie	3.30	Telephone conference with Company re employee issues (.5); telephone conference with Company re communications strategy and employee disclosures (.8); correspond with R. Jacobson re disclosure presentation (.6); correspond with R. Jacobson re KERP diligence (.9); review rules and correspond with R. Jacobson re aggregate disclosures (.5).
01/05/23	Josh Sussberg, P.C.	0.70	Review status update hearing presentation (.6); correspond with M. Slade re same (.1).
01/05/23	Katie J. Welch	2.30	Compile materials re Committee requests re KERP/TRP.
01/06/23	Cade C. Boland	2.20	Review, analyze documents re compensation practices of Company employees.
01/06/23	Richard U. S. Howell, P.C.	0.70	Prepare and review correspondence re KERP diligence and related issues.
01/06/23	Rob Jacobson	2.40	Review, revise employee disclosure presentation.
01/06/23	Brian Nakhaimousa	0.70	Research, analyze wages issues (.5); conference with I. Paretti re same (.2).
01/06/23	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team, Company re KERP and retention program diligence.
01/06/23	Laura K. Riff	2.60	Review and analyze documents re executive compensation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/23	Josh Sussberg, P.C.	0.40	Review revised KERP hearing presentation (.2); correspond with R. Jacobson re same (.2).
01/06/23	Katie J. Welch	2.10	Compile documents re UCC requests KERP/TRP (1.4); correspond with R. Howell, K&E team re same (.7).
01/07/23	Rob Jacobson	4.10	Review, revise presentation re employee compensation disclosures, insider payments (3.6); conference with M. Slade re same (.2); correspond with Company, J. Sussberg, M. Slade re same (.3).
01/07/23	Michael B. Slade	1.10	Telephone conference with departing employee (.3); correspond with F. Petrie re same (.1); revise materials re same (.7).
01/07/23	Michael B. Slade	0.40	Review and revise KERP disclosure materials.
01/08/23	Cade C. Boland	0.60	Review, analyze documents re compensation materials.
01/08/23	Richard U. S. Howell, P.C.	0.20	Review draft KERP declaration (.1); provide comments to same (.1).
01/08/23	Francis Petrie	1.40	Telephone conference with Company re status conference and employee communications.
01/08/23	Margaret Reiney	2.10	Review and revise materials for status conference (1.5); correspond with M. Koch, K&E team re same (.6).
01/08/23	Michael B. Slade	0.90	Review, analyze diligence requests re KERP and employee payments (.4); revise materials re same (.5)
01/08/23	Michael B. Slade	0.90	Conference with Company re insider payment considerations (.4); review, revise protective order (.5).
01/08/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re KERP objection deadline.
01/08/23	Katie J. Welch	1.10	Review, revise key employee retention declaration.
01/09/23	Cade C. Boland	2.30	Review and analyze documents re compensation practices (.6); draft summary re same (.4); research re employee retention considerations (1.3).
01/09/23	Aleschia D. Hyde	2.00	Review documents re employee compensation considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Francis Petrie	1.10	Correspond with C Street re employee communications materials (.5); review and revise script re same (.6).
01/09/23	Katie J. Welch	0.20	Review, revise Crowell declaration re KERP.
01/10/23	David Hackel	2.90	Correspond with M. Zurek re KERP objections (.4); research re same (.2); review, revise reply re same (2.3).
01/10/23	Richard U. S. Howell, P.C.	1.50	Review and revise draft second day pleadings and comments to same (.5); telephone conference re strategy, KERP hearing issues (.4); review additional materials re KERP diligence requests (.3); review correspondence re KERP hearing issues (.3).
01/10/23	Brian Nakhaimousa	0.10	Correspond with WTW, K. Welch re retention programs declaration.
01/10/23	Francis Petrie	0.50	Telephone conference with management re employee issues.
01/10/23	Michael B. Slade	0.90	Correspond with R. Howell re KERP evidence (.2); review, analyze same (.7).
01/10/23	Katie J. Welch	1.60	Review, revise Crowell KERP declaration.
01/10/23	Katie J. Welch	0.50	Conference with Company re KERP declaration.
01/10/23	Katie J. Welch	1.50	Review revise KERP declaration re employee issues.
01/10/23	Mason N. Zurek	0.10	Review and revise KERP reply.
01/11/23	David Hackel	4.10	Review, revise KERP reply (1.9); correspond with M. Zurek, K&E team re same (.6); research re same (.3); further review, revise same (1.3).
01/11/23	Richard U. S. Howell, P.C.	1.50	Telephone conferences with M. Slade re KERP issues and other second day relief (1.2); prepare and review correspondence re same (.3).
01/11/23	Brian Nakhaimousa	0.20	Correspond with K. Welch re retention programs declarations.
01/11/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, M3, Brown Rudnick, BRG and F. Petrie re KERP (.9); telephone conference with Company re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/23	Francis Petrie	1.30	Telephone conference with Committee and C. Okike re employee retention issues (.9); prepare for same (.3); telephone conference with Company re same (.1).
01/11/23	Katie J. Welch	0.20	Correspond with M. Slade and R. Howell re KERP declaration.
01/11/23	Mason N. Zurek	4.30	Review and revise KERP reply (2.7); review, analyze precedent re same (1.3); correspond with D. Hackel, M. Reiney re same (.3).
01/12/23	Richard U. S. Howell, P.C.	1.30	Telephone conferences with F. Petrie, K&E team re key employee retention plan issues (.8); review, analyze issues re same (.5).
01/12/23	Richard U. S. Howell, P.C.	0.70	Review and revise draft pleadings re second day hearing.
01/12/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street, F. Petrie and K&E team re employee matters.
01/12/23	Isabella J. Paretti	1.10	Review, revise revised proposed final orders re wages, retention program (.9); correspond with R. Jacobson and M. Reiney re same (.2).
01/12/23	Francis Petrie	1.40	Telephone conference with Company re employee communications strategy (.5); telephone conference with Company re people strategy and employee issues (.4); telephone conference with R. Howell, K&E team re second day relief and redaction hearing (.5).
01/12/23	Mason N. Zurek	0.10	Correspond with D. Hackel re KERP reply.
01/13/23	Richard U. S. Howell, P.C.	4.70	Telephone conferences with C. Okike, K&E team re key employee retention program (2.5); review, analyze issues re same (1.2); review, analyze objections, related materials re same (1.0).
01/13/23	Christine A. Okike, P.C.	2.10	Telephone conferences with R. Howell, K&E team re KERP (.7); analyze KERP issues (.4); telephone conference with management, Brown Rudnick, R. Howell and K&E team re same (.5); correspond with Company re same (.5).
01/13/23	Isabella J. Paretti	0.40	Correspond with F. Petrie re 401(k), retention programs.
01/13/23	Isabella J. Paretti	0.50	Review, revise proposed final order re wages.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Francis Petrie	2.20	Review and revise wages order (1.3); correspond with I. Paretti re 401K plan and claw backs (.2); review KERP objection (.5); correspond with Company, M. Slade and K&E team re same (.2).
01/13/23	Michael B. Slade	1.30	Telephone conference with F. Petrie, K&E team re KERP (.6); review materials re same (.7).
01/13/23	Josh Sussberg, P.C.	0.30	Correspond re KERP feedback and next steps (.2); correspond re KERP hearing and UST objection (.1).
01/15/23	Richard U. S. Howell, P.C.	2.30	Review KERP proposals (.4); telephone conference with M. Slade re same (.5); review supporting documents and filed pleadings to prepare for contested KERP hearing (1.2); prepare and review correspondence re same (.2).
01/15/23	Isabella J. Paretti	0.20	Review, revise wages proposed final order.
01/15/23	Josh Sussberg, P.C.	0.20	Correspond with K&E team re KERP and UCC proposal.
01/15/23	Mason N. Zurek	0.30	Review UCC objection re KERP (.1); correspond with I. Paretti re same (.2).
01/16/23	Richard U. S. Howell, P.C.	0.60	Telephone conference with M. Slade to develop strategy re KERP hearing.
01/16/23	Richard U. S. Howell, P.C.	0.70	Review correspondence from M. Slade re employee retention plan litigation and related issues.
01/16/23	Christine A. Okike, P.C.	1.50	Telephone conference with management, F. Petrie and K&E team re KERP (.7); review, analyze KERP (.8).
01/16/23	Isabella J. Paretti	2.40	Review objections re retention programs motion (.4); review, revise reply re same (1.8); correspond with M. Zurek re same (.2).
01/16/23	Francis Petrie	1.30	Telephone conference with BRG team re KERP diligence process (.6); telephone conference with Company, C. Okike re KERP strategy and next steps (.7).
01/16/23	Michael B. Slade	0.90	Telephone conference with C. Okike, Company re KERP negotiations (.7); review, revise settlement proposal re same (.1); correspond with J. Sussberg re same (.1).
01/16/23	Josh Sussberg, P.C.	0.10	Correspond with M. Slade re KERP.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/23	Mason N. Zurek	0.20	Correspond with M. Reiney, I. Paretti re KERP reply (.1); review, revise same (.1).
01/17/23	Cade C. Boland	2.50	Review responsive documents re employee considerations.
01/17/23	David Hackel	0.50	Correspond with M. Zurek, K&E team re KERP objections (.1); review, analyze documents re same (.4).
01/17/23	Richard U. S. Howell, P.C.	2.20	Review filed pleadings re KERP retention plan hearing (1.7); prepare re same (.5).
01/17/23	Christine A. Okike, P.C.	0.20	Review, analyze KERP issues.
01/17/23	Francis Petrie	1.30	Correspond with M. Reiney, K&E team, Company re retention programs (.8); correspond with M. Reiney, K&E team, Company re Committee KERP objection and timing (.5).
01/17/23	Michael B. Slade	0.40	Draft KERP settlement proposal (.3); correspond with F. Petrie re same (.1).
01/17/23	Mason N. Zurek	1.30	Review and revise KERP reply (.9); correspond with I. Paretti, M. Reiney, K&E team re same (.2); review, analyze materials re same (.2).
01/18/23	David Hackel	0.10	Correspond with M. Reiney re KERP status.
01/18/23	Richard U. S. Howell, P.C.	2.30	Prepare for retention plan hearing (2.0); participate in portions of witness preparation sessions (.3).
01/18/23	Francis Petrie	1.80	Review Committee KERP supplemental objection (1.4); correspond with M. Reiney, K&E team re same (.4).
01/18/23	Margaret Reiney	2.50	Review and revise KERP reply.
01/18/23	Michael B. Slade	0.30	Review Committee supplemental KERP objection.
01/19/23	Richard U. S. Howell, P.C.	2.20	Review filed pleadings in preparation for retention program hearing.
01/19/23	Richard U. S. Howell, P.C.	0.80	Prepare correspondence to M. Slade and K&E team re retention programs and other litigation items (.4); review same (.4).
01/19/23	Richard U. S. Howell, P.C.	0.70	Review draft KERP declarations (.6); correspond with M. Slade re same (.1).
01/19/23	Francis Petrie	3.70	Correspond and telephone conferences with BRG re UCC KERP scheduling letter (1.4); correspond with M. Reiney, K&E team re same (.2); draft materials re same (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Margaret Reiney	2.60	Review, analyze retention programs documents (1.4); prepare deposition logistics re same (1.2).
01/19/23	Josh Sussberg, P.C.	0.40	Telephone conference with M. Slade, C. Okike and F. Petrie re next steps on KERP.
01/20/23	David Hackel	1.40	Review, analyze U.S. Trustee and UCC KERP and sealing objections, precedent (1.3); correspond with M. Zurek, K&E team re same (.1).
01/20/23	Richard U. S. Howell, P.C.	1.50	Review underlying KERP documents to prepare for retention program litigation.
01/20/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with M. Slade re KERP litigation strategy.
01/20/23	Josh Sussberg, P.C.	0.40	Correspond with F. Petrie re revised sealing motion and footnote re retention applications (.2); correspond with M. Slade re employee retention programs motion and next steps (.2).
01/21/23	Richard U. S. Howell, P.C.	1.70	Review draft documents from M. Reiney re retention program considerations (.5); prepare and review correspondence re same (.7); review materials to prepare for depositions re same (.5).
01/21/23	Christine A. Okike, P.C.	1.00	Review UCC KERP objections and U.S. Trustee KERP objection.
01/22/23	Trevor Eck	1.60	Review, revise KERP reply re declaration updates.
01/22/23	Richard U. S. Howell, P.C.	3.50	Review KERP documents to prepare for retention program hearing.
01/22/23	Richard U. S. Howell, P.C.	1.60	Telephone conference with M. Slade to develop strategy for retention plan litigation.
01/22/23	Richard U. S. Howell, P.C.	3.80	Review draft KERP declarations (2.0); revise same (1.8).
01/22/23	Mike James Koch	1.40	Review, revise retention programs motion (.9); correspond with M. Reiney re same (.5).
01/22/23	Brian Nakhaimousa	3.10	Draft, review, revise motion to seal re retention programs declaration (1.8); correspond with F. Petrie, M. Reiney re same (.1); draft, review, revise application to shorten time (1.1); correspond with M. Reiney re same (.1).
01/22/23	Christine A. Okike, P.C.	1.50	Review KERP declarations (1.0); review KERP reply (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/23	Isabella J. Paretti	1.40	Review, revise declaration re retention programs (1.2); correspond with M. Reiney re same (.2).
01/22/23	Francis Petrie	10.70	Telephone conference with Cole Schotz team re KERP hearing and process (.5); finalize and file KERP materials (2.0); review and revise Crowell and Gartrell declarations (3.8); draft and revise motion to seal and related materials (4.4).
01/22/23	Margaret Reiney	12.80	Review and revise retention programs motion (3.9); review and revise declarations re same (3.8); correspond with declarants re same (2.6); correspond with B. Nakhaimousa, K&E team re same (1.4); research re precedent re same (1.1).
01/22/23	Katie J. Welch	2.90	Review, analyze and compile response to UCC KERP diligence requests.
01/23/23	Julia R. Foster	0.30	Correspond with K. Welch re KERP materials.
01/23/23	David Hackel	2.80	Review, revise KERP declaration (2.3); research re same (.3); correspond with M. Zurek, K&E team re same (.2).
01/23/23	Richard U. S. Howell, P.C.	5.80	Prepare re retention programs hearing (1.7); telephone conferences with M. Slade, K&E team re strategy for retention program hearing (2.8); prepare and review correspondence re same (1.3).
01/23/23	Mike James Koch	1.80	Draft, revise agenda re retention programs hearing (1.6); correspond with F. Petrie, M. Reiney re same (.2).
01/23/23	Christine A. Okike, P.C.	0.50	Review, analyze UCC objection re KERP, TRP motion.
01/23/23	Francis Petrie	2.30	Prepare finalized versions of KERP motion, objection.
01/23/23	Margaret Reiney	2.70	Correspond with K. Welch, K&E team re KERP witness preparation (1.1); correspond with M. Zurek, K&E team, Company re KERP pleadings (.8); review and revise agenda re retention programs (.8).
01/23/23	Josh Sussberg, P.C.	0.20	Correspond re KERP documents and next steps.
01/23/23	Katie J. Welch	1.60	Prepare for deposition re KERP witness.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Mason N. Zurek	0.20	Correspond with M. Reiney, D. Hackel re KERP reply, declaration.
01/24/23	Trevor Eck	1.30	Draft presentation re key employee retention program hearing.
01/24/23	Richard U. S. Howell, P.C.	2.80	Prepare correspondence with Company, M. Slade and K&E team re settlement of retention programs issues (.6); review same (.9); review and revise KERP documents re same (1.3).
01/24/23	Mike James Koch	0.70	Review, revise agenda re retention programs hearing (.6); correspond with F. Petrie, M. Reiney re same (.1).
01/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, C Street F. Petrie and K&E team re employee matters.
01/24/23	Francis Petrie	0.50	Telephone conference with Company, C. Okike re employee issues (.3); prepare re same (.2).
01/24/23	Margaret Reiney	2.80	Review and revise employee retention materials (.7); correspond with F. Petrie, K&E team re same (.6); prepare witness preparation logistics (1.5).
01/24/23	Josh Sussberg, P.C.	0.30	Telephone conference with M3 Partners re KERP.
01/24/23	Katie J. Welch	1.10	Telephone conference with KERP witness re KERP deposition preparation.
01/24/23	Katie J. Welch	0.50	Participate in video conference with M. Crowell re KERP deposition preparation.
01/25/23	Trevor Eck	6.30	Draft presentation re key employment retention program hearing (3.8); correspond with K&E team re same (2.5).
01/25/23	Richard U. S. Howell, P.C.	8.00	Prepare for depositions re retention programs (2.0); correspond with Company re same (3.0); participate in WTW deposition (3.0).
01/25/23	Francis Petrie	2.20	Review, revise deposition exhibits (.3); correspond with Company, M. Reiney, K&E team re same (.2); review UCC proposal re KERP settlement (1.5); correspond with M. Reiney, K&E team re same (.2).
01/25/23	Margaret Reiney	2.30	Correspond with F. Petrie, K&E team, UCC, Company re witness preparation (1.5); prepare materials re KERP hearing (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Michael B. Slade	2.50	Participate in depositions of witnesses (2.2); telephone conferences with R. Howell and Company re settlement (.3).
01/25/23	Josh Sussberg, P.C.	0.70	Conference with M. Slade and M. Crowley re KERP response (.3); prepare response on KERP (.4).
01/25/23	Josh Sussberg, P.C.	0.50	Correspond with UCC, Moelis re settlement re KERP settlement proposal (.2); conference with M. Meghji re same (.3).
01/25/23	Katie J. Welch	1.50	Participate in KERP deposition.
01/25/23	Katie J. Welch	1.20	Prepare for deposition re KERP.
01/25/23	Katie J. Welch	0.80	Correspond with F. Petrie, K&E team re KERP settlement.
01/25/23	Katie J. Welch	4.50	Participate in KERP deposition (3.8); prepare materials re same (.7).
01/26/23	Richard U. S. Howell, P.C.	7.80	Witness preparation sessions with F. Petrie, K&E team, M. Renzi re retention programs (4.3); review, analyze materials re same (2.0); correspond with F. Petrie, K&E team re same (.5); review, analyze correspondence re same (1.0).
01/26/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, C Street and F. Petrie re employee matters.
01/26/23	Isabella J. Paretti	0.60	Draft, revise table re UCC retention program settlement terms (.4); correspond with M. Reiney, B. Nakhaimousa re same (.1); correspond with F. Petrie re same (.1).
01/26/23	Isabella J. Paretti	0.90	Review pleadings re KERP hearing (.7); correspond with F. Petrie re same (.2).
01/26/23	Francis Petrie	2.60	Telephone conference with C. Okike, Company re employee issues (.3); correspond with M. Reiney, K&E team re final KERP order language (.8); correspond with M. Reiney, K&E team re UST KERP objection, settlement (.8); telephone conference with R. Howell, M. Slade re KERP order (.4); correspond with R. Howell, M. Slade re same (.3).
01/26/23	Margaret Reiney	0.80	Review and revise agenda re KERP hearing (.5); correspond with B. Nakhaimousa, K&E team re same (.3).
01/26/23	Josh Sussberg, P.C.	0.10	Correspond with R. Howell re KERP order.
01/26/23	Katie J. Welch	0.20	Correspond with WTW re KERP hearing.

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075873

BlockFi Inc.

Matter Number:

54119-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Katie J. Welch	0.50	Telephone conference with Company re KERP hearing.
01/27/23	Francis Petrie	0.30	Telephone conference with R. Howell re KERP, employee issues.
01/27/23	Margaret Reiney	1.70	Prepare for KERP hearing.
01/30/23	Francis Petrie	0.40	Review employee FAQ materials.
01/31/23	Karsten Busby	2.70	Review updated retention program terms (.5); review motion and order for award terms (1.0); review and revise draft bonus letter (1.2).
01/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street, K. Vera and K&E teams re employee issues.
01/31/23	Francis Petrie	0.90	Review and revise materials re employee communications (.7); correspond with M. Reiney, K&E team re final KERP terms and settlement (.2).
01/31/23	Michael B. Slade	0.30	Revise KERP correspondence (.1); telephone conference with M. Reiney re same (.2).
Total		295.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075874
Client Matter: 54119-15

In the Matter of SOFAs and Schedules

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 122,978.50

Total legal services rendered

\$ 122,978.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	14.00	735.00	10,290.00
Stephen Coudounaris	21.20	1,155.00	24,486.00
Emma L. Flett	9.90	1,795.00	17,770.50
Susan D. Golden	10.70	1,475.00	15,782.50
Rob Jacobson	10.10	1,155.00	11,665.50
Mike James Koch	4.80	735.00	3,528.00
Brian Nakhaimousa	0.80	995.00	796.00
Christine A. Okike, P.C.	1.50	1,850.00	2,775.00
Isabella J. Paretti	3.00	735.00	2,205.00
Francis Petrie	7.70	1,295.00	9,971.50
Art Sett	4.00	465.00	1,860.00
Michael B. Slade	0.80	1,855.00	1,484.00
Josh Sussberg, P.C.	0.80	2,045.00	1,636.00
Jenny Wilson	6.20	1,595.00	9,889.00
Alex Zapalowski	7.10	1,245.00	8,839.50
TOTALS	102.60		\$ 122,978.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/02/23	Ziv Ben-Shahar	0.90	Research re SoFA redaction issues (.6); correspond with F. Petrie, M. Koch re same (.3).
01/02/23	Francis Petrie	1.40	Correspond with Company re SoFA issues (.4); review, analyze supporting diligence re same (.7); correspond with Z. Ben-Shahar, K&E team re same (.3).
01/03/23	Christine A. Okike, P.C.	0.50	Telephone conference with independent director, F. Petrie and K&E team re schedules and statements.
01/04/23	Josh Sussberg, P.C.	0.50	Review and revise hearing presentation re SoFAs (.4); correspond with F. Petrie re same (.1).
01/05/23	Ziv Ben-Shahar	1.60	Review, revise global notes to schedules and statements (1.5); correspond with M. Koch re same (.1).
01/05/23	Stephen Coudounaris	0.50	Review, analyze anticipated GDPR redaction objections from U.S. Trustee.
01/05/23	Emma L. Flett	0.50	Telephone conference with J. Wilson re GDPR redaction issues (.3); correspond with S. Golden re same (.2).
01/05/23	Susan D. Golden	0.60	Telephone conference with F. Petrie re matrix and schedules redaction motion, GDPR redaction issues (.3); correspond with A. Zapalowski and E. Flett re same (.3).
01/05/23	Mike James Koch	0.70	Review, revise global notes (.5); correspond with Z. Ben-Shahar, F. Petrie re same (.2).
01/05/23	Isabella J. Parette	1.70	Research diligence re schedules and statements (1.1); conference and correspond with F. Petrie, B. Nakhaimousa re same (.6).
01/05/23	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie re schedules and statements timing.
01/05/23	Jenny Wilson	0.50	Correspond with E. Flett re U.S. Trustee redaction objections and related GDPR issues (.3); review, analyze precedent objection re same (.2).
01/05/23	Alex Zapalowski	0.30	Correspond with S. Golden re GDPR redaction issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/06/23	Ziv Ben-Shahar	1.80	Research re SoFAs issues (.8); review, analyze potential issues re same (.5); correspond with B. Nakhaimousa, M. Koch re same (.5).
01/06/23	Stephen Coudounaris	4.50	Draft reply to anticipated U.S. Trustee redaction motion objection re GDPR issues (3.7); correspond with S. Golden and K&E team re same (.8).
01/06/23	Stephen Coudounaris	3.80	Draft reply to U.S. Trustee redaction objection re GDPR issues (3.1); review, analyze precedent re same (.7).
01/06/23	Susan D. Golden	0.50	Correspond with F. Petrie re UCC joinder to schedules, SoFA, matrix redaction motion.
01/06/23	Rob Jacobson	0.50	Conference with F. Petrie, K&E team, HB team, Company re SoFAs and schedules and related matters.
01/06/23	Mike James Koch	0.70	Research SoFAs issues (.6); correspond with B. Nakhaimousa, K&E team re same (.1).
01/06/23	Isabella J. Paretti	1.30	Conference with B. Nakhaimousa re schedules and statements (.5); correspond with M. Koch and Z. Ben-Shahar re same (.2); research re same (.5); correspond with F. Petrie re same (.1).
01/06/23	Francis Petrie	2.00	Telephone conference with BRG, Haynes and Boone teams re SoFA issues and filing (.3); correspond with Company, HB team re same (.6); review precedent re priority listing on SoFA (.6); correspond with B. Nakhaimousa, K&E team re same (.5).
01/06/23	Jenny Wilson	0.80	Telephone conference with S. Coudounaris and A. Zapalowski re GDPR redaction issues, reply to U.S. Trustee redaction objection (.5); review, analyze precedent objections re same (.3).
01/06/23	Alex Zapalowski	0.70	Telephone conference with J. Wilson re GDPR issues, reply to U.S. Trustee redaction objection (.5); review, analyze precedent replies re same (.2).
01/08/23	Christine A. Okike, P.C.	0.20	Review compensation disclosures re schedules and statements.
01/08/23	Francis Petrie	0.70	Review SoFA global notes (.3); correspond with Haynes and Boone team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Stephen Coudounaris	4.00	Draft response to U.S. Trustee objection re motion to redact individual names on matrix, schedules and SoFA (3.1); review, analyze GDPR issues re same (.9).
01/09/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re insider disclosures re SoFAs, schedules.
01/09/23	Alex Zapalowski	0.30	Review, analyze reply to U.S. Trustee objection to redaction of individual PII in matrix and schedules re GDPR issues.
01/10/23	Emma L. Flett	1.20	Telephone conference with J. Wilson re GDPR redaction of individual names in matrix and schedules (.4); research re same (.8).
01/10/23	Susan D. Golden	1.00	Review and analyze U.S. Trustee objection to motion to redact PII from matrix, schedules, SoFA and other pleadings.
01/10/23	Susan D. Golden	0.90	Correspond with J. Wilson re response to GDPR issues in U.S. Trustee redaction objection (.4); review and analyze outline of GDPR response to U.S. Trustee objection to redaction (.5).
01/10/23	Art Sett	1.00	Review, analyze U.S. Trustee objection re motion to redact individual names and PII in matrix and schedules re GDPR.
01/10/23	Michael B. Slade	0.30	Correspond with F. Petrie re SoFAs, schedules.
01/10/23	Jenny Wilson	1.50	Correspond with A. Zapalowski and S. Coudounaris re response to U.S. Trustee objection on redaction motion (.5); correspond with S Golden re same (.4); review, analyze U.S. Trustee objection re same (.4); correspond with S Coudounaris re objection response (.2).
01/10/23	Alex Zapalowski	2.50	Review, analyze redaction motion objection response re GDPR and protection of individual's PII (2.1); correspond with J. Wilson re same (.4).
01/11/23	Ziv Ben-Shahar	4.80	Review, analyze schedules re potential issues, filing.
01/11/23	Stephen Coudounaris	3.80	Review, revise response to U.S. Trustee objection to redacting PII in matrix and schedules re GDPR issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/23	Stephen Coudounaris	1.30	Review, revise reply to U.S. Trustee objection to redacting PII in matrix and schedules re GDPR issues.
01/11/23	Emma L. Flett	1.00	Review, analyze GDPR issues re U.S. Trustee redaction objection reply (.5); correspond with S. Golden re same (.5).
01/11/23	Susan D. Golden	3.90	Correspond with J. Wilson re U.S. Trustee objection on redacting individual names and other PII per GDPR (.5); telephone conference with E. Jones re same (.4); revise draft reply re GDPR (3.0).
01/11/23	Rob Jacobson	7.70	Review, revise SoFAs and schedules (3.9); review, analyze same re redaction matters (2.5); correspond with F. Petrie, Cole Schotz, Company, Kroll re schedules and statements (.8); coordinate filing re same (.5).
01/11/23	Mike James Koch	1.90	Review, analyze statements of financial affairs re preparation for filing (1.6); conference with R. Jacobson, Z. Ben-Shahar re same (.3).
01/11/23	Christine A. Okike, P.C.	0.50	Review schedules and statements.
01/11/23	Francis Petrie	3.20	Review, analyze SoFAs and schedules re filing.
01/11/23	Michael B. Slade	0.50	Review, revise global notes to SoFAs and schedules (.2); correspond with R. Jacobson re same (.3).
01/11/23	Jenny Wilson	2.20	Review, revise response re U.S. Trustee redaction objection (1.7); telephone conference with A Zapalowski, S Coudounaris and S Golden re same (.5).
01/11/23	Alex Zapalowski	2.50	Review, analyze U.S. Trustee redaction objection re GDPR issues (.8); revise reply re same (1.2); correspond with J. Wilson re same (.5).
01/12/23	Stephen Coudounaris	1.50	Revise reply to U.S. Trustee objection re GDPR in redaction motion (1.1); analyze precedent re same (.4).
01/12/23	Stephen Coudounaris	1.80	Research precedent re GDPR redaction issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Emma L. Flett	2.20	Review, analyze objection reply re redaction motion (1.3); telephone conference with A. Zapalowski re GDPR and related privacy issues (.5); correspond with S. Golden re same (.4).
01/12/23	Susan D. Golden	2.30	Correspond with J. Wilson and S. Coudounaris re GDPR insert for reply to U.S. Trustee matrix, schedules redaction objection (.4); revise reply re same (.5); telephone conference with E. Jones re same (.3); review evidence of possible phishing scam (.3); correspond with F. Petrie re same (.2); review and analyze UCC reply to U.S. Trustee objection re redactions (.4); correspond with F. Petrie re same (.2).
01/12/23	Rob Jacobson	1.90	Coordinate filing of SoFAs and schedules (.3); draft summary re SoFAs (.3); review, analyze filed versions for accuracy, appropriate redactions (1.1); correspond with Company re same (.2).
01/12/23	Art Sett	3.00	Research re data privacy, GDPR issues (1.2); review, revise insert for reply to U.S. Trustee objection re same (1.8).
01/12/23	Jenny Wilson	1.20	Correspond with S. Golden re reply to U.S. Trustee redaction objection (.4); revise re same (.6); correspond with S. Coudounaris and A. Sett re customer privacy issues (.2).
01/12/23	Alex Zapalowski	0.80	Review, analyze GDPR issues re U.S. Trustee objection to individual PII redactions in matrix and schedules (.3); revise response re same (.5).
01/13/23	Emma L. Flett	1.00	Correspond with S. Golden re GDPR statutory standards (.4); review, analyze re same (.6).
01/13/23	Susan D. Golden	0.60	Review response and declarations in support of response to U.S. Trustee objection to consolidation and redaction motion (.5); correspond with F. Petrie and E. Jones re same (.1).
01/13/23	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team re sealing motion and objection (.3); review, analyze correspondence re same (.1).
01/16/23	Christine A. Okike, P.C.	0.30	Review insider disclosures re SoFAs.

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075874

BlockFi Inc.

Matter Number:

54119-15

SOFA's and Schedules

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Susan D. Golden	0.40	Telephone conference with J. Sussberg re response to U.S. Trustee redaction objection (.3); telephone conference with F. Petrie re same (.1).
01/20/23	Emma L. Flett	3.80	Telephone conferences with J. Wilson, K&E team re privacy issues, GDPR considerations re U.S. Trustee redaction objection (.6); review, analyze issues re same (1.3); research re same (1.9).
01/20/23	Susan D. Golden	0.50	Correspond with J. Sussberg re comments to response to U.S. Trustee objection to redactions (.3) revise re same (.2).
01/23/23	Ziv Ben-Shahar	4.70	Research, analyze issues re privacy policy, personally identifiable information (4.3); correspond with R. Jacobson re same (.4).
01/24/23	Ziv Ben-Shahar	0.20	Research re PII and privacy issues re schedules, SoFA and matrix.
01/25/23	Mike James Koch	1.50	Research, analyze redaction issues re schedules (1.3); correspond with R. Jacobson re same (.2).
01/25/23	Brian Nakhaimousa	0.80	Conference with BRG re preparation of schedules (.7); correspond with HB re same (.1).
01/30/23	Emma L. Flett	0.20	Review, analyze GDPR issues re redaction motion of individual PII.
Total		102.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075875
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 84,475.50

Total legal services rendered

\$ 84,475.50

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075875

BlockFi Inc.

Matter Number:

54119-16

Hearings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.20	735.00	882.00
Cade C. Boland	0.50	985.00	492.50
Julia R. Foster	3.30	480.00	1,584.00
David Hackel	2.30	735.00	1,690.50
Richard U. S. Howell, P.C.	6.30	1,620.00	10,206.00
Rob Jacobson	5.40	1,155.00	6,237.00
Mike James Koch	3.10	735.00	2,278.50
Sarah R. Margolis	2.10	995.00	2,089.50
Brian Nakhaimousa	3.00	995.00	2,985.00
Christine A. Okike, P.C.	4.80	1,850.00	8,880.00
Isabella J. Parette	2.30	735.00	1,690.50
Francis Petrie	2.80	1,295.00	3,626.00
Margaret Reiney	8.50	1,155.00	9,817.50
Jimmy Ryan	3.30	885.00	2,920.50
Michael B. Slade	4.90	1,855.00	9,089.50
Josh Sussberg, P.C.	7.90	2,045.00	16,155.50
Katie J. Welch	0.50	1,135.00	567.50
Mason N. Zurek	3.30	995.00	3,283.50
TOTALS	65.50		\$ 84,475.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/08/23	Josh Sussberg, P.C.	1.50	Prepare for hearing (1.3); correspond with M. Slade and K&E team re same (.2).
01/09/23	Julia R. Foster	2.50	Attend status conference (2.0); prepare re same (.5).
01/09/23	Richard U. S. Howell, P.C.	1.60	Telephonically participate in hearing (partial) (.5); review, analyze re retention issues and other second day hearing issues (.8); review, revise draft materials re same (.3).
01/09/23	Rob Jacobson	2.70	Participate in status conference (2.0); prepare hearing presentation re same (.7).
01/09/23	Mike James Koch	2.00	Telephonically attend status conference hearing.
01/09/23	Sarah R. Margolis	1.20	Attend status conference, hearing (partial).
01/09/23	Brian Nakhaimousa	2.00	Partially telephonically attend January 9 status conference.
01/09/23	Christine A. Okike, P.C.	2.30	Participate in status conference (2.0); prepare for same (.3).
01/09/23	Margaret Reiney	0.50	Attend hearing (partial).
01/09/23	Jimmy Ryan	2.30	Telephonically attend January 9 status conference (2.0); prepare re same (.3).
01/09/23	Michael B. Slade	1.20	Prepare for second day hearing (.2); participate in status conference (partial) (1.0).
01/09/23	Josh Sussberg, P.C.	3.20	Prepare for status conference (1.1); attend status conference (1.9); correspond re status conference and Robinhood shares (.2).
01/09/23	Mason N. Zurek	2.30	Attend January 9 telephonic status conference (2.0); prepare for same (.3).
01/10/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re second day hearing.
01/11/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, K&E team re omnibus hearing and motions to be heard.
01/12/23	Michael B. Slade	0.40	Telephone conference with C. Okike, F. Petrie re hearing preparation.
01/12/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike, K&E team re hearing status.
01/13/23	Michael B. Slade	0.40	Telephone conference with C. Okike and F. Petrie re hearing prep.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with M. Slade, K&E team re hearing (.2); correspond with K&E and Haynes and Boone teams re same (.3).
01/15/23	Michael B. Slade	0.30	Telephone conference with J. Sussberg, R. Howell, K&E team re upcoming hearings and preparation for same.
01/16/23	Francis Petrie	0.70	Prepare for second day hearing.
01/16/23	Margaret Reiney	5.10	Prepare for second day hearing (.8); correspond with F. Petrie, K&E team re logistics re same (1.8); review and revise orders re same (2.5).
01/17/23	Ziv Ben-Shahar	1.20	Telephonically attend second day hearing (.6); prepare for same (.6).
01/17/23	Julia R. Foster	0.80	Attend January 17 hearing (.7); prepare for same (.1).
01/17/23	David Hackel	0.40	Attend second day hearing (partial) and review, analyze information re same.
01/17/23	Rob Jacobson	1.40	Telephonically attend January 17 hearing (.9); prepare for same (.5).
01/17/23	Sarah R. Margolis	0.90	Attend second day hearing (.5); review, analyze hearing motions re same (.3); correspond with R. Jacobson re same (.1).
01/17/23	Christine A. Okike, P.C.	0.50	Participate in hearing.
01/17/23	Isabella J. Parette	0.70	Telephonically attend second day hearing (partial) (.1); review, analyze docket re revised proposed final orders (.5); correspond with R. Jacobson and K&E team re same (.1).
01/17/23	Francis Petrie	0.60	Participate in hearing re second day motions (.5); prepare for same (.1).
01/17/23	Margaret Reiney	1.00	Participate in second day hearing (.5); prepare for same (.5).
01/17/23	Michael B. Slade	0.50	Review filed pleadings and support re second day hearing (.1); participate in same (.4).
01/17/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re second day hearing and status.
01/23/23	Richard U. S. Howell, P.C.	0.50	Participate in status hearing.
01/23/23	Christine A. Okike, P.C.	0.50	Participate in court status conference.
01/23/23	Francis Petrie	0.50	Telephonically participate in hearing re scheduling status conference.
01/23/23	Margaret Reiney	0.70	Participate in court status conference (.5); prepare for same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Michael B. Slade	1.00	Prepare for status conference (.3); telephone conference with J. Sussberg re status conference (.2); participate in same (.5).
01/23/23	Josh Sussberg, P.C.	1.30	Prepare for status conference (.4); telephone conference with M. Slade re status conference (.2); participate in status conference (.5); correspond with J. Dermont re same (.1); correspond with M. Sirota re same (.1).
01/24/23	Richard U. S. Howell, P.C.	2.00	Prepare for retention program hearing.
01/25/23	Isabella J. Parette	1.10	Review pleadings re matters to be heard at January 27 hearing (.3); correspond with M. Reiney, K&E team re same (.5); correspond with document services re same (.3).
01/25/23	Josh Sussberg, P.C.	0.10	Telephone conference with M. Sirota re hearing on retention programs motion.
01/26/23	Mike James Koch	0.60	Review, revise hearing agenda re retention programs motion (.5); correspond with M. Reiney re same (.1).
01/26/23	Michael B. Slade	0.40	Telephone conference with R. Howell, J. Sussberg re hearing preparation.
01/26/23	Michael B. Slade	0.40	Telephone conference with Company re hearing preparation.
01/26/23	Josh Sussberg, P.C.	0.20	Telephone conference with K&E team re hearings and status.
01/27/23	David Hackel	1.90	Research transcripts re KERPs for hearing preparation.
01/27/23	Richard U. S. Howell, P.C.	2.20	Participate in hearing re retention programs (1.8); prepare for same (.4).
01/27/23	Rob Jacobson	0.80	Telephonically attend hearing (.5); prepare for same (.3).
01/27/23	Brian Nakhaimousa	0.50	Telephonically attend hearing re retention program.
01/27/23	Christine A. Okike, P.C.	0.50	Participate in hearing re employee retention program.
01/27/23	Francis Petrie	0.40	Telephonically participate in hearing re employee retention program approval, motion to seal.
01/27/23	Margaret Reiney	0.50	Participate in hearing re employee retention program.
01/27/23	Jimmy Ryan	0.50	Telephonically attend hearing re employee retention program.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Josh Sussberg, P.C.	1.10	Prepare for hearing re KERP disclosures (.5); participate in hearing re same (.5); correspond with M. Slade re same (.1).
01/27/23	Katie J. Welch	0.50	Telephonically participate in hearing re employee retention program.
01/27/23	Mason N. Zurek	0.50	Telephonically attend hearing re employee retention program.
01/30/23	Cade C. Boland	0.50	Attend omnibus hearing re bidding procedures and bar date.
01/30/23	Rob Jacobson	0.50	Telephonically attend hearing re bidding procedures and bar date.
01/30/23	Mike James Koch	0.50	Telephonically attend hearing re bidding procedures, bar date motions.
01/30/23	Brian Nakhaimousa	0.50	Telephonically attend hearing re bidding procedures, bar date.
01/30/23	Christine A. Okike, P.C.	0.50	Telephonically participate in hearing re bidding procedures and bar date.
01/30/23	Isabella J. Paretti	0.50	Telephonically attend January 30 hearing.
01/30/23	Francis Petrie	0.60	Participate in hearing re bidding procedures, bar date (.5); prepare for same (.1).
01/30/23	Margaret Reiney	0.70	Telephonically participate in hearing re bidding procedures and bar date (.5); prepare for same (.2).
01/30/23	Jimmy Ryan	0.50	Telephonically attend hearing re bidding procedures and bar date.
01/30/23	Michael B. Slade	0.30	Telephonically participate in court hearing re bidding procedures and bar date.
01/30/23	Mason N. Zurek	0.50	Telephonically attend hearing.
Total		65.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075876
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 4,495.00

Total legal services rendered

\$ 4,495.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	2.90	1,550.00	4,495.00
TOTALS	2.90		\$ 4,495.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	William T. Pruitt	0.30	Analyze considerations re D&O insurance coverage for CRO (.2); correspond with C. Okike re same (.1).
01/04/23	William T. Pruitt	0.40	Analyze issues, considerations re CRO coverage under D&O policy (.1); correspond with C. Okike re same (.1); analyze issues re insurer response to claim notice (.1); correspond with executive counsel and broker re same (.1).
01/05/23	William T. Pruitt	0.30	Analyze issues re CRO appointment, related insurance coverage issues (.2); correspond with Aon re same (.1).
01/06/23	William T. Pruitt	1.20	Analyze considerations re D&O insurance coverage and notice issues (.3); telephone conference with Aon re same (.3); correspond with M. Slade re same (.2); analyze considerations re M. Rezni indemnity rights (.2); correspond with C. Okike and Aon re same (.2).
01/17/23	William T. Pruitt	0.30	Analyze legal issues re D&O insurance notice, insurer coverage positions (.2); confer with broker re same (.1).
01/27/23	William T. Pruitt	0.40	Analyze legal issues re claim submission and insurance issues (.3); correspond with Aon re same (.1).
Total		2.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075877
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 9,480.50

Total legal services rendered

\$ 9,480.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	6.70	735.00	4,924.50
Trevor Eck	3.30	735.00	2,425.50
Julia R. Foster	0.50	480.00	240.00
Sarah R. Margolis	0.30	995.00	298.50
Mason N. Zurek	1.60	995.00	1,592.00
TOTALS	12.40		\$ 9,480.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Trevor Eck	1.40	Review, revise disclosure statement.
01/03/23	Sarah R. Margolis	0.30	Review, analyze disclosure statement (.2); correspond with T. Eck re same (.1).
01/04/23	Trevor Eck	0.60	Review, revise disclosure statement.
01/05/23	Ziv Ben-Shahar	0.50	Telephone conference with B. Nakhaimousa, S. Margolis re disclosure statement motion (.2); review disclosure motion (.3).
01/05/23	Trevor Eck	1.30	Review, revise disclosure statement.
01/10/23	Ziv Ben-Shahar	2.00	Conference with M. Zurek re exclusivity motion (.2); correspond with J. Foster re same (.1); research re same (1.7).
01/10/23	Julia R. Foster	0.50	Draft exclusivity extension motion.
01/10/23	Mason N. Zurek	0.10	Correspond with R. Jacobson, Z. Ben-Shahar re exclusivity motion.
01/25/23	Ziv Ben-Shahar	1.10	Draft exclusivity motion (.7); research, analyze issues re same (.4).
01/26/23	Ziv Ben-Shahar	1.90	Draft exclusivity motion (1.6); review plan, research issues re same (.3).
01/27/23	Ziv Ben-Shahar	1.20	Draft exclusivity motion.
01/30/23	Mason N. Zurek	0.90	Review and revise exclusivity extension motion.
01/31/23	Mason N. Zurek	0.60	Review and revise exclusivity extension motion.
Total		12.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075878

Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,216.00

Total legal services rendered

\$ 15,216.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	7.40	1,850.00	13,690.00
Francis Petrie	0.70	1,295.00	906.50
Jimmy Ryan	0.70	885.00	619.50
TOTALS	8.80		\$ 15,216.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Christine A. Okike, P.C.	1.10	Telephone conference with Walkers, Haynes and Boone re international coordination.
01/06/23	Francis Petrie	0.20	Arrange for Antigua affidavit execution.
01/06/23	Jimmy Ryan	0.70	Prepare execution version of Renzi declaration re Antigua filing.
01/11/23	Christine A. Okike, P.C.	0.70	Review JPL affidavit (.5); correspond with JPLs re same (.2).
01/12/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, JPLs, Walkers, Haynes and Boone re international key work streams.
01/13/23	Christine A. Okike, P.C.	0.20	Review JPL update on international Bermuda proceedings.
01/19/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, JPLs, Walkers, Haynes & Boone and K&E teams re international work streams.
01/23/23	Christine A. Okike, P.C.	1.20	Draft responses to JPLs diligence requests (1.0); correspond with Company re same (.2).
01/24/23	Christine A. Okike, P.C.	1.20	Analyze committee and ad hoc group claims re JPL questions.
01/26/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, Walkers, BRG, Haynes and Boone re International key work streams.
01/30/23	Francis Petrie	0.50	Correspond with T. Walper re expert testimony.
Total		8.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075879
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 145,904.50

Total legal services rendered

\$ 145,904.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	7.60	735.00	5,586.00
Trevor Eck	22.50	735.00	16,537.50
Susan D. Golden	6.00	1,475.00	8,850.00
David Hackel	12.50	735.00	9,187.50
Rob Jacobson	27.30	1,155.00	31,531.50
Mike James Koch	9.40	735.00	6,909.00
Sarah R. Margolis	5.80	995.00	5,771.00
Brian Nakhaimousa	26.90	995.00	26,765.50
Christine A. Okike, P.C.	1.70	1,850.00	3,145.00
Isabella J. Paretti	10.20	735.00	7,497.00
Francis Petrie	7.50	1,295.00	9,712.50
Margaret Reiney	1.90	1,155.00	2,194.50
Jimmy Ryan	2.30	885.00	2,035.50
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
Mason N. Zurek	9.00	995.00	8,955.00
TOTALS	151.20		\$ 145,904.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Mike James Koch	4.40	Review, analyze potential parties in interest list re retention considerations (1.8); revise same (2.6).
01/04/23	Mike James Koch	2.20	Review, revise potential parties in interest list re retention considerations (1.9); correspond with R. Jacobson, F. Petrie re same (.3).
01/05/23	Trevor Eck	0.90	Research local rules re monthly fee statement deadlines (.8); correspond with B. Nakhaimousa re same (.1).
01/05/23	Rob Jacobson	0.60	Review, analyze timing, issues re invoice review (.3); correspond with F. Petrie, M. Reiney, K&E team re same (.3).
01/05/23	Rob Jacobson	0.40	Correspond with B. Nakhaimousa, K&E team re December invoice.
01/05/23	Mike James Koch	0.30	Review, revise potential parties in interest list re retention, considerations.
01/06/23	Trevor Eck	7.00	Draft K&E retention responses re U.S. Trustee comments (3.9); research re same (2.8); review, analyze precedent re same (.3).
01/06/23	Susan D. Golden	2.00	Review U.S. Trustee comments to K&E retention application and order (1.0); correspond with F. Petrie and K&E team re initial responses to same (1.0).
01/06/23	David Hackel	0.40	Review, analyze invoice review and billing procedures.
01/06/23	Sarah R. Margolis	0.80	Draft invoice review presentation, chart and summary (.4); review, analyze invoices (.2); correspond with B. Nakhaimousa, NDA team re same (.2).
01/06/23	Brian Nakhaimousa	0.60	Correspond with T. Eck, R. Jacobson re U.S. Trustee comments re K&E retention application.
01/06/23	Francis Petrie	1.00	Review U.S. Trustee comments to K&E retention (.4); correspond with S. Golden and K&E team re same (.6).
01/06/23	Mason N. Zurek	0.10	Correspond with S. Margolis, K&E team re invoice review, confidentiality and privilege issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/07/23	Trevor Eck	4.40	Review, revise response re U.S. Trustee comments to retention declaration (1.8); draft priority item list re same (.5); draft response re U.S. Trustee proposed K&E retention order (2.1).
01/07/23	Susan D. Golden	0.50	Correspond with F. Petrie and K&E team re U.S. Trustee comments to K&E retention order (.2); review precedent K&E retention orders re similar requests (.3).
01/07/23	Brian Nakhaimousa	1.10	Review, revise responses re U.S. Trustee re K&E retention.
01/08/23	Brian Nakhaimousa	1.40	Review, revise responses re K&E retention re U.S. Trustee.
01/09/23	Ziv Ben-Shahar	3.10	Review, revise K&E invoice for privilege and confidentiality issues.
01/09/23	Ziv Ben-Shahar	0.40	Telephone conference with S. Margolis, K&E team re invoice review, confidentiality and privilege issues.
01/09/23	Trevor Eck	3.10	Telephone conference with S. Margolis, K&E team re invoice review, confidentiality and privilege issues (.4); review, revise replies to U.S. Trustee comments re K&E retention application (1.5); research conflicts re same (1.2).
01/09/23	David Hackel	4.60	Telephone conference with S. Margolis, K&E team re invoice review, confidentiality and privilege issues (.4); review, revise K&E invoices re same (4.2).
01/09/23	Rob Jacobson	1.90	Review, comment on responses to U.S. Trustee re K&E retention application (.7); review, analyze issues re same (.8); correspond with B. Nakhaimousa, K&E team re same (.4).
01/09/23	Rob Jacobson	1.10	Correspond with M. Reiney, K&E team re invoice review for confidentiality, privilege issues.
01/09/23	Mike James Koch	0.40	Telephone conference with S. Margolis, K&E team re invoice review, confidentiality and privilege matters (.3); review, revise parties in interest list re supplemental disclosure considerations (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Sarah R. Margolis	1.30	Telephone conference with B. Nakhaimousa, K&E team re invoice review (.5); review, analyze precedent re same (.3); correspond with R. Jacobson re same (.1); correspond with D. Hackel re same (.1); correspond with M. Koch, K&E team re same (.3).
01/09/23	Brian Nakhaimousa	0.40	Telephone conference with S. Margolis, K&E team re confidentiality concerns re K&E invoices.
01/09/23	Brian Nakhaimousa	0.70	Correspond with F. Petrie, K&E team re U.S. Trustee responses re K&E retention (.4); review, revise responses (.3).
01/09/23	Jimmy Ryan	0.40	Telephone conference with S. Margolis, K&E team re K&E invoice review, privilege and confidentiality issues.
01/09/23	Mason N. Zurek	0.40	Draft and revise supplemental declaration re K&E retention.
01/09/23	Mason N. Zurek	0.50	Telephone conference with S. Margolis, K&E team re invoice review re privilege and confidentiality.
01/10/23	Ziv Ben-Shahar	0.60	Review, revise K&E fee statement for privilege, confidentiality issues.
01/10/23	Trevor Eck	2.80	Review, revise response to U.S. Trustee comments re K&E retention application (1.2); correspond with B. Nakhaimousa re same (.3); review, revise K&E invoice re privilege, confidentiality (1.3).
01/10/23	Susan D. Golden	1.90	Review, analyze proposed responses to U.S. Trustee requests for supplemental disclosures re K&E retention application and proposed revisions to K&E retention order (.9); correspond with F. Petrie and B. Nakhaimousa re same (.3); follow-up telephone conference with F. Petrie re same (.3); review U.S. Trustee objection to motion to seal re K&E retention application (.4).
01/10/23	David Hackel	3.10	Review, revise declarations re K&E retentions (2.2); correspond with M. Zurek, K&E team re same (.6); research re same (.3).
01/10/23	Sarah R. Margolis	0.20	Review interim compensation procedures (.1); correspond with R. Jacobson re K&E invoices (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Brian Nakhaimousa	1.20	Review, revise responses re K&E retention re U.S. Trustee questions (.9); correspond with T. Eck, R. Jacobson, S. Golden, M. Zurek re same (.3).
01/10/23	Mason N. Zurek	1.80	Correspond with D. Hackel, B. Nakhaimousa, R. Jacobson re supplemental declarations (.6); review and revise same (1.2).
01/11/23	Ziv Ben-Shahar	3.50	Review, revise K&E fee statement for privilege, confidentiality.
01/11/23	Trevor Eck	3.10	Review, analyze K&E invoice re privilege, confidentiality (1.6); review, revise responses to U.S. Trustee comments re K&E retention application (1.5).
01/11/23	Susan D. Golden	1.10	Correspond with J. Sussberg re response to U.S. Trustee comments on K&E retention application (.4); telephone conference with B. Nakhaimousa re same (.3); review revised response to U.S. Trustee re comments to K&E retention application (.4).
01/11/23	David Hackel	0.30	Correspond with B. Nakhaimousa, K&E team re declarations in support of K&E retention (.1); research re same (.2).
01/11/23	Rob Jacobson	1.60	Review, comment on U.S. Trustee comments to K&E retention order (.9); telephone conference with B. Nakhaimousa re same (.4); review, analyze issues re same (.3).
01/11/23	Mike James Koch	1.90	Review and revise K&E invoice re confidentiality and privilege issues (1.8); correspond with S. Margolis, B. Nakhaimousa re same (.1).
01/11/23	Sarah R. Margolis	0.40	Correspond with R. Jacobson re K&E retention matters (.1); correspond with I. Paretti, K&E team re same (.2); review, revise K&E invoice for privilege, confidentiality (.1).
01/11/23	Brian Nakhaimousa	3.70	Review, revise responses re U.S. Trustee re retention application (3.0); correspond with R. Jacobson, K&E team re same (.7).
01/11/23	Isabella J. Paretti	7.50	Review K&E invoices re privilege, confidentiality considerations (3.5); revise invoices re same (4.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/11/23	Josh Sussberg, P.C.	0.30	Review response to U.S. Trustee questions re K&E retention (.2); correspond with S. Golden re same (.1).
01/11/23	Mason N. Zurek	0.80	Draft declaration in support of K&E retention (.6); correspond with R. Jacobson, K&E team re same (.2).
01/12/23	Brian Nakhaimousa	3.00	Correspond with R. Jacobson, K&E team re U.S. Trustee responses to K&E retention (.4); telephone conference with Cole Schotz re U.S. Trustee responses re retention (.5); review, revise responses re U.S. Trustee (2.1).
01/12/23	Isabella J. Paretti	0.30	Correspond with B. Nakhaimousa, K&E team re K&E invoices.
01/12/23	Mason N. Zurek	0.20	Correspond with R. Jacobson re motion to seal portions of retention application.
01/13/23	Mike James Koch	0.20	Review, analyze issues re conflicts considerations (.1); correspond with F. Petrie re same (.1).
01/13/23	Sarah R. Margolis	0.40	Review, revise K&E invoice for privilege, confidentiality.
01/14/23	Sarah R. Margolis	2.50	Review, revise K&E invoice for privilege and confidentiality.
01/14/23	Brian Nakhaimousa	1.80	Review, revise K&E invoice re confidentiality.
01/15/23	Brian Nakhaimousa	0.90	Review, revise responses re K&E retention application (.8); correspond with F. Petrie re same (.1).
01/15/23	Jimmy Ryan	1.90	Review, revise invoice re confidentiality, privilege.
01/15/23	Mason N. Zurek	1.40	Review, revise K&E invoice for privilege, confidentiality.
01/16/23	Rob Jacobson	1.20	Review, comment on U.S. Trustee responses to K&E retention application.
01/17/23	Brian Nakhaimousa	1.40	Conference with M. Chan re K&E retention considerations (.5); correspond with M. Chan re same (.2); review revise U.S. Trustee responses re K&E retention re same (.7).
01/19/23	Brian Nakhaimousa	0.80	Review, revise responses re U.S. Trustee re K&E retention.
01/20/23	Susan D. Golden	0.50	Correspond with B. Nakhaimousa re K&E retention response to U.S. Trustee.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/23	Rob Jacobson	0.60	Telephone conference with B. Nakhaimousa re K&E retention responses to U.S. Trustee (.3); review, analyze issues re same (.3).
01/22/23	Rob Jacobson	5.50	Review, revise K&E invoice re privilege, confidentiality issues.
01/22/23	Brian Nakhaimousa	1.30	Review, revise responses re U.S. Trustee re K&E retention (1.1); correspond with F. Petrie, R. Jacobson re same (.2).
01/22/23	Francis Petrie	0.40	Draft responses to U.S. Trustee re K&E retention open issues.
01/23/23	Trevor Eck	0.30	Review, revise response to U.S. Trustee comments re K&E retention application.
01/23/23	Rob Jacobson	2.40	Review, revise K&E invoice re privilege, confidentiality issues.
01/23/23	Brian Nakhaimousa	0.90	Review, revise responses re U.S. Trustee inquiries re Kirkland retention application (.8); correspond with R. Jacobson, K&E team re same (.1).
01/23/23	Isabella J. Paretti	1.70	Review, revise order re K&E retention (1.3); conference with B. Nakhaimousa re same (.4).
01/23/23	Margaret Reiney	1.90	Review and revise invoice re confidentiality, privilege matters.
01/23/23	Mason N. Zurek	0.10	Correspond with B. Nakhaimousa, K&E team re K&E retention matters.
01/24/23	Rob Jacobson	0.70	Review, revise K&E invoice re privilege, confidentiality.
01/24/23	Sarah R. Margolis	0.20	Correspond with F. Petrie, R. Jacobson re invoices, fee statement.
01/24/23	Brian Nakhaimousa	0.70	Review, revise K&E retention order (.5); correspond with I. Paretti re same (.2).
01/24/23	Isabella J. Paretti	0.70	Review, revise order re K&E retention (.5); correspond with B. Nakhaimousa re same (.2).
01/24/23	Josh Sussberg, P.C.	0.20	Review response to U.S. Trustee questions on retention.
01/25/23	Rob Jacobson	0.70	Review, analyze U.S. Trustee requests re K&E retention.
01/26/23	Trevor Eck	0.90	Research precedent re U.S. Trustee requests re K&E retention.
01/26/23	David Hackel	4.10	Research re supplemental declarations (1.4); correspond with T. Eck, M. Zurek, K&E team re same (.3); review, revise same (2.4).

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075879

BlockFi Inc.

Matter Number:

54119-20

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Rob Jacobson	3.60	Prepare for telephone conference with U.S. Trustee re K&E retention (1.2); review, analyze proposed order, responses re same (.9); conference with B. Nakhaimousa re same (.3); correspond with F. Petrie, C. Okike re issues list (.3); telephone conference with same, U.S. Trustee re K&E retention (.4); prepare for same (.2); correspond with U.S. Trustee re same (.3).
01/26/23	Brian Nakhaimousa	6.60	Review, analyze U.S. Trustee responses re K&E retention (.4); review, analyze precedent re same (1.4); correspond with F. Petrie, K&E team re same (.3); office conferences with R. Jacobson, F. Petrie re same (.3); correspond with U.S. Trustee re same (.5); prepare responses to same (1.1); conference with U.S. Trustee, F. Petrie, K&E team re same (.5); review, revise K&E retention order re same (.7); review, revise supplemental Sussberg declaration (1.2); conference with M. Zurek re same (.2).
01/26/23	Christine A. Okike, P.C.	1.40	Review U.S. Trustee questions re K&E retention (.3); review responses re same (.7); telephone conference with U.S. Trustee, R. Jacobson and K&E team re same (.4).
01/26/23	Francis Petrie	4.80	Correspond with R. Jacobson, K&E team re U.S. Trustee retention issues (.3); conference with same re same (.3); revise materials re K&E retention objection (1.7); review precedent re same (.6); telephone conference with U.S. Trustee team re same (.5); draft correspondence re resolution (1.4).
01/26/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re K&E retention.
01/26/23	Mason N. Zurek	2.00	Correspond with R. Jacobson, B. Nakhaimousa re declarations in support of K&E retention (.6); review and revise same (1.2); telephone conference with B. Nakhaimousa re same (.2).
01/27/23	Rob Jacobson	1.20	Review, comment on revised K&E retention order (.9); conference with B. Nakhaimousa re same (.3).
01/27/23	Brian Nakhaimousa	0.10	Correspond with R. Jacobson re revised order re K&E retention.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/23	Christine A. Okike, P.C.	0.30	Review responses to U.S. Trustee's questions re K&E retention.
01/27/23	Francis Petrie	0.80	Finalize responses re U.S. Trustee objection.
01/29/23	Rob Jacobson	2.20	Review, comment on Z. Prince and J. Sussberg declarations in support of K&E retention (1.9); correspond with M. Zurek, B. Nakhaimousa re same (.3).
01/29/23	Brian Nakhaimousa	0.30	Correspond with M. Zurek, R. Jacobson re K&E retention issues.
01/29/23	Mason N. Zurek	1.40	Correspond with R. Jacobson, B. Nakhaimousa re K&E retention, declarations in support (.3); review and revise same (1.1).
01/30/23	Rob Jacobson	2.60	Review, revise declaration in support of K&E retention (2.5); correspond with M. Zurek, K&E team re same (.1).
01/30/23	Francis Petrie	0.50	Review supplemental declarations.
01/30/23	Mason N. Zurek	0.30	Review and revise supplemental declarations in support of K&E retention (.2); correspond with R. Jacobson, K&E team re same (.1).
01/31/23	Rob Jacobson	1.00	Review, analyze declarations, order re K&E retention.
Total		151.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075880

Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 226,607.00

Total legal services rendered

\$ 226,607.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bill Arnault, P.C.	27.00	1,595.00	43,065.00
Ziv Ben-Shahar	0.90	735.00	661.50
Cade C. Boland	6.80	985.00	6,698.00
Trevor Eck	12.30	735.00	9,040.50
Julia R. Foster	0.70	480.00	336.00
Susan D. Golden	0.70	1,475.00	1,032.50
David Hackel	3.40	735.00	2,499.00
Richard U. S. Howell, P.C.	1.30	1,620.00	2,106.00
Rob Jacobson	26.50	1,155.00	30,607.50
Mike James Koch	28.10	735.00	20,653.50
Brian Nakhaimousa	8.80	995.00	8,756.00
Christine A. Okike, P.C.	8.80	1,850.00	16,280.00
Isabella J. Parette	1.90	735.00	1,396.50
Francis Petrie	22.40	1,295.00	29,008.00
Margaret Reiney	0.70	1,155.00	808.50
Jimmy Ryan	2.40	885.00	2,124.00
Michael B. Slade	7.70	1,855.00	14,283.50
Josh Sussberg, P.C.	2.50	2,045.00	5,112.50
Mason N. Zurek	32.30	995.00	32,138.50
TOTALS	195.20		\$ 226,607.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Michael B. Slade	0.80	Correspond with M. Renzi re BRG retention (.1); review pleading re same (.5); telephone conference with M. Renzi re same (.2).
01/05/23	Susan D. Golden	0.70	Review, analyze U.S. Trustee comments to Kroll retention application and order (.4); correspond with S. Weiner re same (.3).
01/06/23	Trevor Eck	0.30	Research precedent re tax advisor retention application.
01/06/23	Julia R. Foster	0.70	Draft tax advisor retention application.
01/06/23	Rob Jacobson	0.90	Review, analyze issues re Moelis, BRG retention, U.S. Trustee comments (.4); correspond with B. Nakhaimousa, M. Zurek re same (.2); correspond with Moelis, BRG teams re same (.3).
01/06/23	Mason N. Zurek	1.00	Correspond with F. Petrie, R. Jacobson, K&E team re U.S. Trustee comments to Moelis retention (.2); review and revise retention order re same (.8).
01/07/23	Francis Petrie	1.00	Telephone conference with R. Jacobson, K&E, Cole Schotz, Haynes and Boone teams re retention issues and responses (.6); review, analyze markup and correspondence re same (.4).
01/07/23	Mason N. Zurek	1.50	Review and analyze U.S. Trustee comments to Moelis retention (.6); draft and revise order re same (.6); review precedent re same (.2); correspond with M. Koch re same (.1).
01/08/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re objection deadline to Moelis retention application.
01/08/23	Mason N. Zurek	0.20	Review and analyze U.S. Trustee comments re Moelis retention (.1); correspond with M. Koch, R. Jacobson, F. Petrie re same (.1).
01/09/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company and BRG re CRO role.
01/09/23	Margaret Reiney	0.70	Review, revise retention Moelis application.
01/09/23	Jimmy Ryan	0.10	Correspond with T. Eck, K&E team re tax advisor retention matters.
01/09/23	Josh Sussberg, P.C.	0.10	Correspond re Moelis objection deadline and retention.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Trevor Eck	0.20	Correspond with J. Ryan re tax advisor retention application.
01/10/23	Christine A. Okike, P.C.	0.30	Telephone conference with Moelis re Moelis retention.
01/10/23	Francis Petrie	0.70	Correspond with Cole Schotz team team, U.S. Trustee re objection deadlines, retention applications.
01/10/23	Jimmy Ryan	0.20	Office conference with T. Eck re tax advisor retention application.
01/10/23	Josh Sussberg, P.C.	0.30	Correspond with UCC re Moelis retention and compensation re same.
01/11/23	Trevor Eck	5.30	Review, analyze precedent re tax advisor retention application (.8); research re same (1.3); draft re same (3.2).
01/11/23	Mike James Koch	0.50	Review, revise pleadings re Moelis retention (.4); correspond with M. Zurek re same (.1).
01/11/23	Jimmy Ryan	2.10	Correspond with T. Eck, K&E team re tax advisor retention application. (.4); office conference with T. Eck re same (.2); review, revise same (1.5).
01/11/23	Josh Sussberg, P.C.	0.30	Correspond re Moelis retention and UCC objections to same.
01/11/23	Mason N. Zurek	0.20	Review, analyze U.S. Trustee comments to Moelis retention order.
01/12/23	Trevor Eck	1.00	Draft tax advisor retention application.
01/12/23	Mike James Koch	0.20	Review, analyze issues re Moelis retention pleadings (.1); correspond with M. Zurek, B. Nakhaimousa re same (.1).
01/12/23	Josh Sussberg, P.C.	0.20	Correspond and telephone conference with Moelis re Moelis retention.
01/12/23	Mason N. Zurek	0.80	Review and revise Moelis retention order (.7); correspond with M. Koch re same (.1).
01/13/23	Rob Jacobson	1.20	Review, analyze Moelis comments to retention order, supplemental declaration (.8); review, analyze issues re same (.4).
01/13/23	Mike James Koch	1.50	Review, analyze U.S. Trustee comments, documents re professional retention considerations (1.3); correspond with F. Petrie, K&E team re same (.2).
01/13/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re UCC Moelis objection and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Mason N. Zurek	1.80	Correspond with R. Jacobson, K&E team re responses to Moelis retention order (.5); review, revise same (1.3).
01/14/23	Rob Jacobson	1.70	Review, revise Moelis documents, declaration for U.S. Trustee (1.2); review, analyze materials re same (.4); correspond with M. Zurek re same (.1).
01/14/23	Christine A. Okike, P.C.	0.50	Review, analyze Moelis retention issues.
01/14/23	Josh Sussberg, P.C.	0.10	Correspond with K&E team re Moelis retention.
01/14/23	Mason N. Zurek	1.80	Review and analyze U.S. Trustee responses to Moelis retention order (.9); review and revise Moelis retention order (.7); correspond with R. Jacobson, M. Reiney, K&E team re same (.2).
01/15/23	Mason N. Zurek	0.40	Correspond with F. Petrie, R. Jacobson, K&E team re Moelis retention order (.1); review and revise same (.3).
01/16/23	Francis Petrie	0.80	Review, analyze responses re Moelis retention questions (.5); correspond with R. Jacobson, K&E team re same (.3).
01/16/23	Mason N. Zurek	0.30	Correspond with R. Jacobson, F. Petrie, K&E team, Moelis team re Moelis retention order (.1); review and revise same (.2).
01/18/23	Mason N. Zurek	0.10	Correspond with R. Jacobson, M. Koch, Moelis team re Moelis retention order.
01/19/23	Rob Jacobson	1.30	Review, analyze Moelis retention order re U.S. Trustee comments (.6); correspond with M. Zurek re same (.2); review, analyze precedent re same (.5).
01/19/23	Christine A. Okike, P.C.	0.80	Telephone conference with Moelis, F. Petrie, K&E teams re UCC objection to Moelis retention.
01/19/23	Francis Petrie	0.90	Review, analyze Moelis retention support (.7); correspond with C. Okike, K&E team, Moelis team re Moelis objection (.2).
01/19/23	Josh Sussberg, P.C.	0.30	Telephone conference with M. Slade and Moelis re retention.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Mason N. Zurek	3.50	Review, analyze UCC objection to Moelis retention (.4); correspond with R. Jacobson, M. Koch, K&E team re same (.1); review and revise Moelis retention order (1.3); review and comment on Moelis responses to U.S. Trustee inquiries (.6); review and comment on supplemental declaration re Moelis retention (.6); correspond with R. Jacobson, M. Koch, Cole Schotz team re Moelis retention (.5).
01/20/23	Mike James Koch	1.50	Draft Moelis retention reply.
01/20/23	Brian Nakhaimousa	1.30	Conference with BRG re retention (.9); correspond with R. Jacobson re same (.2); conference with R. Jacobson re same (.2).
01/20/23	Mason N. Zurek	0.30	Correspond with R. Jacobson, F. Petrie, K&E team re Moelis retention objection (.1); review, analyze documents re same (.2).
01/21/23	Cade C. Boland	0.40	Review documents re Moelis objection.
01/21/23	Rob Jacobson	1.90	Review, analyze UCC objection to Moelis retention application (.9); review, analyze issues re same (.7); correspond with M. Zurek, M. Koch re same (.3).
01/21/23	Rob Jacobson	4.10	Review, comment on reply in support of Moelis retention (2.4); review, analyze diligence re same (1.2); review, analyze UCC objection re same (.5).
01/21/23	Mike James Koch	8.70	Draft Moelis retention application reply (.4); correspond with R. Jacobson, M. Reiney re same (.1); correspond with M. Slade, K&E team re Moelis retention (.1); draft reply brief re Moelis retention application (4.0); correspond with M. Zurek re same (.1); review, revise re same (3.1); draft supplemental declaration re same (.9).
01/21/23	Christine A. Okike, P.C.	0.80	Review, analyze UCC objection to Moelis retention (.5); correspond with Moelis re same (.3).
01/21/23	Mason N. Zurek	3.50	Correspond with M. Koch, R. Jacobson re Moelis retention objection reply (1.1); review and revise outline to same (.4); review and revise Moelis retention objection reply (1.6); review and revise declaration re same (.4).
01/22/23	Bill Arnault, P.C.	2.20	Review, analyze Moelis retention application (1.7); prepare for deposition re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/23	Cade C. Boland	1.20	Review supporting documents re Moelis objection.
01/22/23	Rob Jacobson	1.20	Review, analyze U.S. Trustee responses to Moelis retention order (.6); review, analyze issues re same (.3); correspond with F. Petrie, M. Zurek, K&E team re same (.3).
01/22/23	Rob Jacobson	4.00	Review, revise reply in support of Moelis retention application, related declaration (2.1); review, analyze diligence re same (.6); review, revise reply, declaration re same (.8); correspond with F. Petrie, K&E team re same (.5).
01/22/23	Mike James Koch	5.70	Review, revise reply brief re Moelis retention (3.6); correspond with F. Petrie, K&E team re same (.2); review, revise supplemental declaration re same (1.7); correspond with F. Petrie, K&E team re same (.2).
01/22/23	Brian Nakhaimousa	0.40	Correspond with F. Petrie, R. Jacobson re U.S. Trustee re BRG retention.
01/22/23	Christine A. Okike, P.C.	0.60	Review, analyze Moelis fee structure.
01/22/23	Isabella J. Parette	0.90	Research re retention-related deposition and hearing transcripts (.8); correspond with R. Jacobson re same (.1).
01/22/23	Mason N. Zurek	3.00	Review and revise Moelis objection reply (1.1); correspond with R. Jacobson, M. Koch re same (.8); review, analyze documents re same (.6); review and revise declaration re same (.5).
01/23/23	Bill Arnault, P.C.	9.70	Review and revise reply in support of Moelis retention application and supporting declaration (.7); telephone conference with F. Petrie, K&E team re same (.3); telephone conference with C. Boland re same (.2); prepare for deposition with Moelis (4.3); review, analyze pleadings, background materials and UCC declaration re same (4.2).
01/23/23	Cade C. Boland	2.10	Review supporting documentation re Moelis retention (1.6); conference with B. Arnault re objection and preparation re same (.4); conference with B. Arnault and M. Guzaitis re same (.1).
01/23/23	Richard U. S. Howell, P.C.	0.50	Review supporting documentation re Moelis retention motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Rob Jacobson	1.20	Review, analyze Moelis materials re reply (.7); correspond with C. Boland, K&E team re Moelis reply, related issues (.5).
01/23/23	Mike James Koch	1.70	Draft report re Moelis retention (.2); correspond with M. Zurek, R. Jacobson re same (.1); conference with F. Petrie, K&E team re same (.5); research, analyze considerations re U.S. Trustee comments re same (.9).
01/23/23	Brian Nakhaimousa	0.10	Correspond with Haynes and Boone team re Haynes and Boone retention application.
01/23/23	Brian Nakhaimousa	0.40	Conference with B. Arnault, K&E team re Moelis retention (.3); correspond with same re same (.1).
01/23/23	Brian Nakhaimousa	0.30	Correspond with BRG, R. Jacobson re U.S. Trustee responses to BRG retention application.
01/23/23	Christine A. Okike, P.C.	0.30	Review, analyze Moelis retention issues.
01/23/23	Christine A. Okike, P.C.	0.50	Review, analyze UCC objection re Moelis retention.
01/23/23	Isabella J. Paretti	0.80	Correspond with J. Foster re hearing and deposition transcripts re Moelis retention (.5); research re same (.3).
01/23/23	Francis Petrie	4.70	Review and revise Moelis reply to UCC objection, related declaration, reply (2.1); telephone conference with B. Arnault re background and progress re same (.7); draft and revise Renzi declaration (1.9).
01/23/23	Mason N. Zurek	2.00	Telephone conference with B. Arnault, K&E team re Moelis retention litigation (.2); correspond with M. Koch, B. Nakhaimousa, R. Jacobson, F. Petrie re Moelis retention, declarations (1.1); review and revise declaration in support of Moelis retention (.7).
01/24/23	Bill Arnault, P.C.	10.20	Participate in deposition preparation session with J. Dermont re Moelis retention (1.1); prepare for same by reviewing pleadings, outlining cross points (2.4); draft deposition preparation outline (3.4); review and revise reply in support of retention motion, declarations, corresponding exhibits (3.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Cade C. Boland	1.40	Participate in deposition preparation session re Moelis challenge with B. Arnault and Moelis team (1.0); review material in preparation for Moelis deposition (.4).
01/24/23	Rob Jacobson	8.60	Review, comment on Moelis reply, Dermont declaration (3.9); correspond with M. Zurek, M. Koch, M. Slade, K&E team re same (.6); review, comment on Renzi declaration (1.9); conference with BRG team re same (.5); correspond with BRG team re same (.2); correspond with Company, F. Petrie, K&E team, Cole Schotz team re filing of reply (.3); review, revise reply, declarations (1.2).
01/24/23	Mike James Koch	6.90	Draft, revise declaration re Moelis retention reply (1.2); correspond with F. Petrie, R. Jacobson re same (.1); research precedent re same (5.3); correspond with F. Petrie, K&E team re same (.3).
01/24/23	Christine A. Okike, P.C.	4.20	Review and revise reply to objections to Moelis retention (1.7); review and revise Dermont declaration in support of Moelis retention (1.2); review and revise Renzi declaration in support of Moelis retention (1.3).
01/24/23	Francis Petrie	9.60	Review and revise Moelis reply to UCC objection (3.0); review and revise Dermont declaration (3.4); review and revise Renzi declaration (1.9); correspond with M. Zurek, K&E team, Moelis team re same (1.3).
01/24/23	Michael B. Slade	2.80	Revise reply brief re Moelis retention (1.1); review, revise declaration re same (1.6); correspond with R. Jacobson, K&E team re same (.1).
01/24/23	Josh Sussberg, P.C.	0.60	Correspond with F. Petrie, K&E team re Moelis reply and declaration (.1); draft correspondence re Moelis fees to UCC (.3); correspond re M. Meghji declaration (.2).
01/24/23	Mason N. Zurek	10.70	Review and revise reply re Moelis retention (2.7); review and revise declarations re same (2.9); correspond with C. Okike, F. Petrie, M. Slade, R. Jacobson, K&E team re same (4.0); telephone conference with R. Jacobson re same (.1); telephone conferences with R. Jacobson, BRG team re same (.2); prepare same for filing (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Bill Arnault, P.C.	4.90	Participate in deposition preparation with M. Renzi re Moelis declaration (.9); prepare for same (2.9); review and revise Renzi declaration (1.1)
01/25/23	Ziv Ben-Shahar	0.90	Research BRG retention precedent (.5); draft motion language re same (.3); correspond with B. Nakhaimousa re same (.1).
01/25/23	Cade C. Boland	1.70	Review Moelis objection (.7); participate in deposition prep telephone conference with B. Arnault and M. Renzi (1.0).
01/25/23	Mike James Koch	1.40	Review, revise Moelis retention reply (1.2); correspond with M. Zurek, R. Jacobson re same (.2).
01/25/23	Brian Nakhaimousa	0.90	Prepare support re Moelis depositions (.6); correspond with I. Paretti, M. Reiney re same (.3).
01/25/23	Brian Nakhaimousa	1.80	Review, comment on BRG responses re U.S. Trustee re BRG retention (.9); review, analyze precedent retention orders re same (.6); correspond with BRG, Cole Schotz, Z. Ben-Shahar, K&E team re same (.3).
01/25/23	Christine A. Okike, P.C.	0.60	Review, analyze Moelis fee structure.
01/25/23	Isabella J. Paretti	0.20	Correspond with B. Nakhaimousa, M. Koch re publication and order notices re retention applications.
01/25/23	Francis Petrie	4.70	Telephone conference with BRG re Renzi declaration (.5); review and revise same (.7); prepare for filing re same (.4); correspond with Company re same (.4); participate in deposition preparation with B. Arnault, M. Renzi (1.0); research re same (.8); correspond with B. Arnault, K&E team re same (.5); correspond with M. Zurek re deposition preparation and timing (.4).
01/25/23	Michael B. Slade	4.10	Prepare for deposition of M. Meghji.
01/25/23	Josh Sussberg, P.C.	0.30	Conference with J. Dermot re Moelis settlement.
01/25/23	Mason N. Zurek	1.00	Correspond with F. Petrie, R. Jacobson re declaration in support of Moelis retention (.6); correspond with Cole Schotz, Kroll teams re service of Moelis retention documents (.4).
01/26/23	Richard U. S. Howell, P.C.	0.60	Review, analyze supporting documentation re Moelis retention motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Mason N. Zurek	0.10	Correspond with Moelis, F. Petrie re Moelis retention timing.
01/27/23	Brian Nakhaimousa	0.30	Review, analyze U.S. Trustee comments re BRG retention application (.2); correspond with BRG re same (.1).
01/28/23	Trevor Eck	2.20	Draft supplemental declaration re BRG retention (2.1); correspond with B. Nakhaimousa re same (.1).
01/28/23	Rob Jacobson	0.40	Conference with B. Nakhaimousa re BRG retention, next steps.
01/28/23	Brian Nakhaimousa	1.40	Review, analyze issues re U.S. Trustee responses re BRG retention (.9); correspond with BRG re same (.1); review, revise BRG supplemental declaration (.4).
01/30/23	Trevor Eck	3.10	Draft supplemental declaration re BRG retention (1.7); research precedent re U.S. Trustee comments re BRG retention (.9); telephone conference with B. Nakhaimousa, K&E team, BRG re same (.5).
01/30/23	David Hackel	3.40	Research re BRG retention (3.1); correspond with T. Eck re same (.3).
01/30/23	Richard U. S. Howell, P.C.	0.20	Review supporting documentation re Moelis retention.
01/30/23	Brian Nakhaimousa	1.40	Conference with R. Jacobson, BRG re BRG retention application (.5); correspond with R. Jacobson, T. Eck re same (.3); review, revise supplemental BRG declaration re same (.5); correspond with T. Eck re same (.1).
01/30/23	Mason N. Zurek	0.10	Correspond with Moelis, T. Eck, K&E team re Moelis retention.
01/31/23	Trevor Eck	0.20	Review, analyze precedent re BRG supplemental retention declaration.
01/31/23	Brian Nakhaimousa	0.50	Correspond with T. Eck, K&E team re BRG retention, Deloitte retention.
01/31/23	Josh Sussberg, P.C.	0.10	Correspond re UCC fee statements.
Total		195.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075881
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,964.50

Total legal services rendered

\$ 15,964.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	3.10	1,455.00	4,510.50
Susan D. Golden	0.50	1,475.00	737.50
Katherine Karnosh	0.60	935.00	561.00
Mike James Koch	0.40	735.00	294.00
Brian Nakhaimousa	0.70	995.00	696.50
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Francis Petrie	0.80	1,295.00	1,036.00
Jimmy Ryan	2.60	885.00	2,301.00
Anthony Vincenzo Sexton, P.C.	2.80	1,680.00	4,704.00
Mason N. Zurek	0.20	995.00	199.00
TOTALS	12.20		\$ 15,964.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/02/23	Anthony Vincenzo Sexton, P.C.	0.20	Review, analyze customer tax correspondence.
01/03/23	Francis Petrie	0.80	Telephone conferences with A. Sexton re tax considerations (.5); correspond with Company re tax workstream and diligence (.3).
01/03/23	Anthony Vincenzo Sexton, P.C.	0.40	Correspond with F. Petrie, K&E team re tax modeling and related diligence (.2); review, analyze APA (.2).
01/04/23	Steven M. Cantor	0.50	Review, analyze asset purchase agreement re tax considerations (.3); correspond with K. Karnosh re same (.2).
01/04/23	Brian Nakhaimousa	0.20	Correspond with Company re tax matters.
01/04/23	Anthony Vincenzo Sexton, P.C.	0.20	Telephone conference with S. Cantor, K&E team re deal status and related tax matters.
01/05/23	Steven M. Cantor	0.40	Telephone conference with Company re tax matters.
01/05/23	Katherine Karnosh	0.40	Telephone conference with A. Sexton, S. Cantor, K&E team, Company, Deloitte re tax workstreams and related matters.
01/05/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with Company and Deloitte re tax analysis.
01/06/23	Steven M. Cantor	2.00	Review, revise asset purchase agreement re tax matters.
01/07/23	Anthony Vincenzo Sexton, P.C.	0.20	Review and revise asset purchase agreement re tax matters.
01/11/23	Katherine Karnosh	0.20	Telephone conference with F. Petrie, K&E team re asset sales and related tax considerations.
01/11/23	Anthony Vincenzo Sexton, P.C.	1.00	Telephone conference with Brown Rudnick re tax analysis (.8); telephone conference with F. Petrie, K&E team re deal status and related tax matters (.2).
01/12/23	Mike James Koch	0.40	Draft notice of revised proposed final NOL order (.2); correspond with M. Reiney, K&E team re same (.2).
01/12/23	Jimmy Ryan	2.60	Review, revise final NOL order (1.2); telephone conference with K. Karnosh re same (.2); correspond with R. Jacobson, K&E team re same (.6); review, analyze precedent re same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Anthony Vincenzo Sexton, P.C.	0.10	Correspond with F. Petrie, K&E team re tax matters contained in first day motions.
01/12/23	Mason N. Zurek	0.20	Correspond with J. Ryan, K&E team re NOL.
01/18/23	Brian Nakhaimousa	0.50	Correspond with J. Ryan, M. Reiney, S. Golden re publication re NOL notice (.2); review, analyze materials re same (.3).
01/19/23	Susan D. Golden	0.50	Coordinate NOL notice publication.
01/23/23	Steven M. Cantor	0.20	Correspond with Company re tax matters.
01/23/23	Christine A. Okike, P.C.	0.50	Review, analyze tax issues.
01/25/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with F. Petrie, K&E team re tax matters.
Total		12.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075882
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 30,777.00

Total legal services rendered

\$ 30,777.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	2.00	985.00	1,970.00
Richard U. S. Howell, P.C.	2.60	1,620.00	4,212.00
Rob Jacobson	5.50	1,155.00	6,352.50
Francis Petrie	1.20	1,295.00	1,554.00
Margaret Reiney	1.80	1,155.00	2,079.00
Michael B. Slade	5.00	1,855.00	9,275.00
Katie J. Welch	4.70	1,135.00	5,334.50
TOTALS	22.80		\$ 30,777.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/23	Michael B. Slade	1.20	Travel from Chicago, IL to New York, NY re court hearing and litigation meetings (billed at half time).
01/17/23	Francis Petrie	1.20	Travel from New York, NY to Trenton, NJ re court hearing (billed at half time).
01/17/23	Margaret Reiney	1.80	Travel from New York, NY to Trenton, NJ re court hearing (billed at half time) (.9); travel from Trenton, NJ to Newark, NJ re same (billed at half time) (.9).
01/20/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re court hearing (billed at half time).
01/24/23	Richard U. S. Howell, P.C.	1.10	Travel from Chicago, IL to New York, NY re depositions and retention plan hearing (billed at half time).
01/24/23	Michael B. Slade	1.20	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
01/24/23	Katie J. Welch	2.20	Travel from Chicago, IL to New York, NY re M. Crowell and J. Gartrell depositions (billed at half time).
01/25/23	Cade C. Boland	2.00	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
01/25/23	Rob Jacobson	2.70	Travel from Chicago, IL to New York, NY re hearing preparation for January 27 and 30 hearings (billed at half time).
01/26/23	Richard U. S. Howell, P.C.	1.50	Travel from New York, NY to Chicago, IL re retention plan matters (billed at half time).
01/26/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re retention plan matters (billed at half time).
01/26/23	Katie J. Welch	2.50	Travel from New York, NY to Chicago, IL after M. Crowell and J. Gartrell depositions (billed at half time).
01/28/23	Rob Jacobson	2.80	Travel from New York, NY to Chicago, IL re hearing preparation for January 27 and 30 hearings (billed at half time).
Total		22.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075883
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 41,717.00

Total legal services rendered

\$ 41,717.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.90	735.00	661.50
Rob Jacobson	3.40	1,155.00	3,927.00
Mike James Koch	0.80	735.00	588.00
Sarah R. Margolis	3.30	995.00	3,283.50
Christine A. Okike, P.C.	2.00	1,850.00	3,700.00
Francis Petrie	6.20	1,295.00	8,029.00
Margaret Reiney	1.80	1,155.00	2,079.00
Michael B. Slade	9.90	1,855.00	18,364.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
Katie J. Welch	0.60	1,135.00	681.00
Mason N. Zurek	0.20	995.00	199.00
TOTALS	29.20		\$ 41,717.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/04/23	Rob Jacobson	0.70	Telephone conference with Company, BRG team re MOR.
01/04/23	Francis Petrie	0.30	Review, analyze U.S. Trustee comments to second day orders.
01/04/23	Katie J. Welch	0.60	Draft and revise organizational chart re U.S. Trustee requests and concerns.
01/04/23	Mason N. Zurek	0.20	Review correspondence from U.S. Trustee re interim compensation and OCP pleadings.
01/09/23	Francis Petrie	0.40	Correspond with Cole Schotz team re U.S. Trustee objection deadlines.
01/11/23	Michael B. Slade	0.50	Review documents re section 341 meeting.
01/13/23	Francis Petrie	1.80	Telephone conferences with Cole Schotz team re U.S. Trustee adjournment issues (.6); telephone conferences with R. Jacobson, K&E team re same (.4); correspond with M. Slade re same (.1); conference with M. Slade re same (.2); review, analyze U.S. Trustee objection (.5).
01/13/23	Francis Petrie	0.30	Correspond with BRG team re monthly operating report and U.S. Trustee issues re same (.2); telephone conference with BRG team re same (.1).
01/16/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie, K&E team re U.S. Trustee issues with motion to seal customer information.
01/17/23	Francis Petrie	0.50	Conference with U.S. Trustee re hearing scheduling.
01/18/23	Michael B. Slade	3.00	Conference with Company re section 341 meeting considerations.
01/19/23	Trevor Eck	0.90	Draft case calendar re 341 meeting (.4); compile supporting documents re same (.3); correspond with M. Reiney, M. Koch re same (.2).
01/19/23	Mike James Koch	0.80	Compile documents re section 341 meeting (.5); correspond with M. Reiney, K&E team re same (.3).
01/20/23	Rob Jacobson	2.00	Participate in 341 meeting.
01/20/23	Christine A. Okike, P.C.	2.00	Participate in 341 meeting.

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075883

BlockFi Inc.

Matter Number:

54119-24

U.S. Trustee Communications & Reporting

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/20/23	Francis Petrie	2.50	Participate in 341 telephone conference (2.0); correspond with M. Reiney, K&E team re same (.5).
01/20/23	Margaret Reiney	1.80	Review, analyze 341 meeting logistics (1.2); participate in 341 meeting (.6).
01/20/23	Michael B. Slade	6.40	Prepare for section 341 meeting (1.5); participate in 341 examination (3.9); correspond with Company re same (1.0).
01/23/23	Rob Jacobson	0.70	Review, revise MORs (.6); correspond with S. Margolis re same (.1).
01/23/23	Sarah R. Margolis	3.30	Review, analyze MOR reports (2.5); correspond with R. Jacobson re same (.2); telephone conference with R. Jacobson re same (.2); draft issues list re same (.3); correspond with BRG team re same (.1).
01/24/23	Francis Petrie	0.40	Telephone conferences with Cole Schotz team re U.S. Trustee confidentiality, status of hearing.
Total		29.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075884
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 244,963.50

Total legal services rendered

\$ 244,963.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	34.60	1,605.00	55,533.00
Joey Daniel Baruh	2.60	985.00	2,561.00
Erin Bishop	5.80	1,135.00	6,583.00
Cade C. Boland	2.30	985.00	2,265.50
Megan Buenviaje	23.70	475.00	11,257.50
Esther Estella Garcia	15.10	645.00	9,739.50
Ricardo Guzman	12.50	475.00	5,937.50
Aleschia D. Hyde	15.50	985.00	15,267.50
Angelina Moore	7.50	1,080.00	8,100.00
Christine A. Okike, P.C.	1.40	1,850.00	2,590.00
Alex D. Pappas	8.70	985.00	8,569.50
Chloe Reum	25.30	715.00	18,089.50
Laura K. Riff	48.00	1,405.00	67,440.00
Bryant Roby Jr.	8.80	985.00	8,668.00
Alexandra Schrader	3.30	985.00	3,250.50
Michael B. Slade	3.00	1,855.00	5,565.00
Kate Vera, P.C.	2.50	1,605.00	4,012.50
Katie J. Welch	8.40	1,135.00	9,534.00
TOTALS	229.00		\$ 244,963.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/02/23	Laura K. Riff	1.70	Review, analyze protocol re productions to regulators (1.3); correspond with B. Allen, K&E team re same (.4).
01/02/23	Alexandra Schrader	1.80	Review, analyze documents to be produced re responsiveness and privilege.
01/02/23	Katie J. Welch	2.60	Review, revise documents re responsiveness, privilege and confidentiality in preparation for production.
01/03/23	Ricardo Guzman	0.30	Prepare for telephone conference with Deloitte re project updates, planning (.1); attend telephone conference with Deloitte re same (.2).
01/03/23	Laura K. Riff	2.80	Prepare for telephone conference with Deloitte team re status of document collection and review for regulatory response (.2); participate in same (.3); review and analyze protocol re same (1.5); review and analyze documents re same (.8).
01/04/23	Bob Allen, P.C.	1.40	Participate in telephone conference with L. Riff, K&E team re regulatory issues (.5); review, analyze pleadings, documents re same (.9).
01/05/23	Bob Allen, P.C.	1.00	Review, analyze pleadings, documents re regulatory issues (.8); correspond with J. Baruh, K&E team re same (.2).
01/05/23	Joey Daniel Baruh	0.50	Telephone conference with B. Allen, K&E team re case background and related regulatory issues.
01/05/23	Erin Bishop	0.70	Review and analyze documents re responsiveness and key regulatory issues.
01/05/23	Aleschia D. Hyde	9.50	Review document production re regulatory considerations.
01/05/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company re SEC matters.
01/05/23	Chloe Reum	1.00	Telephone conference with J. Baruh, K&E team re Company and regulatory issues (.5); research re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Laura K. Riff	2.50	Prepare for telephone conference with B. Allen, K&E team re regulatory responses to documents (.4); attend telephone conference with B. Allen, K&E team re same (.3); review, analyze documents re same (.8); review, revise document review protocol re same (1.0).
01/06/23	Bob Allen, P.C.	1.30	Review, analyze NY AG filings re regulatory issues (.6); correspond with Company re same (.5); telephone conference with F. Petrie, K&E team, SEC re objections to filings and related regulatory matters (.2).
01/06/23	Erin Bishop	2.80	Review and analyze documents re responsiveness and key issues re regulatory matters (1.6); draft summary re same (1.2).
01/06/23	Megan Buenviaje	1.90	Conference with R. Guzman, K&E team re workflow status (.2); prepare review workflow summaries and reports (1.0); update process documentation and tracking logs (.7).
01/06/23	Ricardo Guzman	0.30	Analyze workflow updates and reporting (.1); conference with M. Buenviaje, K&E team re project updates (.2).
01/06/23	Aleschia D. Hyde	3.50	Review, analyze documents re responsiveness considerations.
01/07/23	Alexandra Schrader	1.50	Review, analyze documents re responsiveness and privilege.
01/08/23	Katie J. Welch	5.80	Review, revise documents re responsiveness, privilege and confidentiality in preparation for production.
01/09/23	Bob Allen, P.C.	1.30	Prepare for telephone conference with L. Riff, K&E team re regulatory issues and document collection (.3); attend telephone conference with L. Riff, K&E team re same (.3); telephone conference with L. Riff re document review and regulatory matters (.2); research re same (.5).
01/09/23	Joey Daniel Baruh	0.30	Telephone conference with L. Riff and C. Reum re document review and regulatory matters.
01/09/23	Erin Bishop	0.70	Review and analyze documents re responsiveness and privilege (.3); draft summary re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Megan Buenviaje	2.10	Review and analyze correspondence transcripts (1.1); manage and prepare review assignments (.3); update documentation re same (.6); prepare workflow status for attorney review (.1).
01/09/23	Ricardo Guzman	0.30	Prepare for telephone conference (.1); telephone conference with M. Buenviaje re collection updates and project planning (.2).
01/09/23	Ricardo Guzman	0.20	Correspond with M. Buenviaje re document collection for attorney review.
01/09/23	Chloe Reum	0.30	Correspond with L. Riff re document review re regulatory matters.
01/09/23	Laura K. Riff	3.80	Prepare for telephone conference with J. Baruh and C. Reum re review of documents for regulatory responses (.1); participate in telephone conference with J. Baruh, C. Reum re same (.4); prepare for telephone conference with Deloitte re regulatory matters (.2); participate in telephone conference with Deloitte re same (.3); prepare for telephone conference with Company re regulatory document review (.2); participate in telephone conference with Company re same (.3); review, analyze protocol re same (1.3); review, analyze documents re same (1.0).
01/10/23	Bob Allen, P.C.	0.50	Telephone conference with Company re CFTC subpoena (.3); review, analyze same (.2).
01/10/23	Erin Bishop	0.30	Telephone conference with L. Riff re key document review project re regulatory matters.
01/10/23	Megan Buenviaje	1.40	Prepare for telephone conference with K. Coverdale, K&E team, vendor re case status update (.1); attend telephone conference with K. Coverdale, K&E team, vendor re same (.5); review, analyze search term hits (.4); conference with vendor re updated search terms (.4).
01/10/23	Ricardo Guzman	0.30	Prepare for telephone conference with K. Coverdale, K&E team, vendor re collection updates and project planning (.1); attend conference with K. Coverdale, K&E team, vendor re same (.2).
01/10/23	Aleschia D. Hyde	2.00	Review Blockfi document production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Laura K. Riff	4.80	Prepare for telephone conference with Deloitte team re status of document collection and processing (.1); participate in telephone conference with Deloitte re same (.4); prepare for telephone conference with E. Bishop re review of documents (.2); participate in same (.3); draft review protocol re same (1.6); review, analyze documents re same (2.2).
01/10/23	Kate Vera, P.C.	0.50	Telephone conference with M. Buenviaje, vendor re case status update, document collection.
01/11/23	Bob Allen, P.C.	3.80	Draft talking points re CFTC matters (.6); review, analyze subpoena, SEC resolution, past production materials re regulatory considerations (1.2); telephone conference with CFTC re subpoena (.5); participate in telephone conference with L. Riff, K&E team re regulatory matters (.2); correspond with L. Riff, K&E team, Company re same (.5); telephone conferences with Company re same (.8).
01/11/23	Megan Buenviaje	1.60	Prepare and manage review assignments (1.4); conference with L. Riff re same (.2).
01/11/23	Laura K. Riff	4.10	Prepare for telephone conference with B. Allen, K&E team re CFTC subpoena (.2); participate in same (.3); prepare for telephone conference with B. Allen, CFTC re same (.1); participate in same (.4); participate in telephone conference with F. Petrie, K&E team re case status re regulatory matters (.3); draft protocol re same (1.7); review diligence re same (.8); correspond with R. Guzman, K&E team re same (.3).
01/12/23	Bob Allen, P.C.	2.10	Telephone conference with A. Pappas re CFTC subpoena (.4); review, analyze related regulatory filings (1.7).
01/12/23	Alex D. Pappas	0.10	Correspond with L. Riff re e-discovery.
01/12/23	Alex D. Pappas	0.30	Participate in telephone conference with B. Allen re CFTC matter.
01/12/23	Alex D. Pappas	0.80	Review and analyze CFTC subpoena issues.
01/12/23	Chloe Reum	1.50	Correspond with L. Riff re regulatory matters (.5); review, analyze subpoenas, background materials re same (.9); research re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Laura K. Riff	2.80	Prepare for telephone conference with C. Reum re responses (.1); participate in telephone conference with L. Riff re same (.4); review, analyze documents for privilege (2.3).
01/12/23	Bryant Roby Jr.	0.60	Review, analyze regulatory materials.
01/12/23	Kate Vera, P.C.	0.40	Telephone conference with vendor re case status update, document collection.
01/13/23	Bob Allen, P.C.	2.50	Telephone conference with L. Riff, K&E team re document review (.5); telephone conference with Company re CFTC subpoena and investigation (.5); telephone conference with L. Riff re same (.2); review, analyze public statements and filings re CFTC subpoena and regulatory matters (1.3).
01/13/23	Ricardo Guzman	1.20	Analyze customized document collection process (.4); coordinate with Deloitte re document collection inquires (.3); conference with L. Riff, K&E team re workflow updates for document collection process (.5).
01/13/23	Angelina Moore	0.50	Correspond with L. Riff, K&E team re case status and regulatory matters.
01/13/23	Alex D. Pappas	0.30	Telephone conference with L. Riff re document collection and review.
01/13/23	Alex D. Pappas	0.40	Research re Company public statements.
01/13/23	Alex D. Pappas	0.30	Research re CFTC jurisdiction.
01/13/23	Laura K. Riff	1.90	Telephone conference with Company and B. Allen re regulatory requests (.5); telephone conference with A. Pappas re review of documents for regulatory requests (.3); telephone conference with M. Slade, B. Allen and K&E team re same (.5); review, revise protocol re same (.6).
01/13/23	Bryant Roby Jr.	0.60	Conference with L. Riff, K&E team re regulatory matters (.5); review, analyze pleadings re same (.1).
01/13/23	Michael B. Slade	1.40	Telephone conference with Company, L. Riff re diligence requests (1.0); telephone conference with B. Allen, L. Riff, K&E team re regulatory review (.4).
01/15/23	Michael B. Slade	0.30	Review, analyze diligence requests re regulatory considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/23	Bob Allen, P.C.	0.90	Review, analyze recent filings re regulatory matters.
01/16/23	Erin Bishop	1.30	Review and analyze documents re responsiveness and privilege.
01/17/23	Bob Allen, P.C.	2.40	Telephone conferences with A. Pappas, L. Riff, S&C re CFTC subpoena and related regulatory issues (.5); telephone conference with Company re regulatory matters (.5); telephone conference with S&C re productions (.3); prepare for telephone conference with Haynes and Boone re adversary proceeding matters (.3); telephone conference with Haynes and Boone re same (.6); correspond with Haynes and Boone re same (.2).
01/17/23	Megan Buenviaje	1.10	Telephone conference with R. Guzman, vendor re case status, project planning (.5); review and analyze search term hits (.2); conference with vendor re updated search terms (.4).
01/17/23	Ricardo Guzman	0.50	Conference with M. Buenviaje, vendor re collection updates and project planning.
01/17/23	Ricardo Guzman	0.80	Correspond with M. Buenviaje re workflow updates for attorney review (.4); correspond with M. Buenviaje and Deloitte re project updates (.4).
01/17/23	Alex D. Pappas	2.20	Research re CFTC anti-fraud jurisdiction.
01/17/23	Chloe Reum	0.50	Research re regulatory issues.
01/17/23	Laura K. Riff	4.50	Telephone conference with Deloitte team re collection and processing of data in response to regulatory requests (.5); prepare for telephone conference with Company, B. Allen re regulatory matters (.1); telephone conference with Company, B. Allen re same (.4); review, analyze documents re same (3.1); correspond with B. Allen, K&E team re same (.4).
01/18/23	Bob Allen, P.C.	2.70	Review, analyze recent DOJ charges, FTX filings (1.0); telephone conference with M. Slade re regulatory issues (.3); review, analyze adversary complaint and related correspondence from M. Slade re regulatory issues (1.0); review, analyze document production re regulatory matters (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Megan Buenviaje	1.10	Conference with vendor re updated search term hits (.3); manage and prepare review assignments, workflow and status reports (.8).
01/18/23	Alex D. Pappas	0.30	Review and analyze document review protocol, correspondence from M. Slade re regulatory issues.
01/18/23	Alex D. Pappas	0.30	Research re CFTC jurisdiction.
01/18/23	Chloe Reum	6.50	Draft, revise chronology of major Company events and public statements re regulatory matters.
01/18/23	Laura K. Riff	3.90	Prepare for conference with Company re status of document collection, responses to requests from regulators (.1); telephone conference with Company re same (.4); correspond with B. Allen, K&E team, Deloitte team re same (.4); draft memorandum re status of same (1.4); draft memorandum re status of collection efforts (1.6).
01/18/23	Bryant Roby Jr.	0.30	Review and analyze documents re regulatory issues (.2); review, analyze protocol, correspondence from M. Slade re same (.1).
01/19/23	Bob Allen, P.C.	4.30	Participate in telephone conference with L. Riff, K&E team re regulatory matters (.3); draft comments re adversary proceeding complaint (.8); correspond with L. Riff, K&E team re same (.2); review, analyze declaration (.7); revise same (1.9); correspond with Company, SEC re same (.4).
01/19/23	Megan Buenviaje	1.30	Prepare review assignments, workflow and status reports (1.2); conference with L. Riff re same (.1).
01/19/23	Ricardo Guzman	0.50	Analyze document collection for attorney review and workflow updates.
01/19/23	Aleschia D. Hyde	0.50	Review documents re regulatory considerations.
01/19/23	Christine A. Okike, P.C.	1.20	Telephone conference with Company and K&E team re regulatory issues (.7); review, analyze same (.5).
01/19/23	Alex D. Pappas	0.70	Research re CFTC jurisdiction.
01/19/23	Laura K. Riff	2.70	Review, analyze documents re responses to regulators.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/19/23	Kate Vera, P.C.	0.10	Telephone conference with vendor re case status update.
01/20/23	Bob Allen, P.C.	1.80	Revise adversary proceeding materials (.4); telephone conference with A. Pappas re regulatory considerations (.2); revise talking points (.4); review, analyze BPY correspondence (.2); telephone conference with SEC re regulatory issues (.2); correspond with SEC re same (.1); telephone conference with C Street re media points (.3).
01/20/23	Joey Daniel Baruh	1.80	Review, analyze documents for responsiveness re regulatory matters.
01/20/23	Megan Buenviaje	0.60	Manage and prepare review assignments, workflow and status reports (.4); conference with L. Riff re same (.2).
01/20/23	Ricardo Guzman	3.00	Analyze document collection for attorney review and workflow updates (2.1); coordinate with Deloitte re document collection updates (.6); correspond with L. Riff re project updates and planning (.3).
01/20/23	Alex D. Pappas	0.20	Telephone conference with B. Allen re Company jurisdiction, timeline issues and other regulatory considerations.
01/20/23	Alex D. Pappas	0.10	Correspond with L. Riff re customer contracts, regulatory matters.
01/20/23	Chloe Reum	4.00	Review, analyze documents re regulatory matters.
01/20/23	Laura K. Riff	4.20	Review, analyze documents re responses to requests and subpoenas from regulators (2.4); review and analyze materials re same (1.2); correspond with document vendor re same (.6).
01/20/23	Bryant Roby Jr.	0.70	Review and analyze documents re regulatory matters.
01/21/23	Chloe Reum	2.00	Review, analyze correspondence re regulatory considerations (1.2); draft high-level findings re same (.8).
01/22/23	Megan Buenviaje	0.80	Analyze review assignments, workflow and status reports.
01/23/23	Bob Allen, P.C.	0.70	Review, analyze North Dakota regulator request (.4); review, analyze Company filings requested by regulators (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Megan Buenviaje	3.60	Analyze review assignments, workflow and status reports (.6); update documentation re same (.6); attend conference with L. Riff and R. Guzman re review and production workflow (.5); coordinate client documents for vendor processing (1.1); update documentation re same (.8).
01/23/23	Ricardo Guzman	1.50	Analyze document selection for production and quality control process (1.1); coordinate with Deloitte re collection updates (.2); correspond with L. Riff re project updates (.2).
01/23/23	Ricardo Guzman	0.50	Conference with L. Riff and M. Buenviaje re project updates and planning.
01/23/23	Angelina Moore	0.20	Review, analyze documents re regulatory concerns for upcoming document production.
01/23/23	Chloe Reum	1.00	Research re regulatory issues (.6); correspond with L. Riff, K&E team re same (.3); review, analyze correspondence from L. Riff re same (.1).
01/23/23	Laura K. Riff	3.80	Prepare for telephone conference with B. Allen, K&E team re regulatory matters (.1); participate in same (.4); prepare for telephone conference with K&E team re e-discovery, document production (.2); participate in same (.3); review and analyze documents re same (1.0); review, analyze production plan re same (1.8).
01/23/23	Bryant Roby Jr.	0.30	Conference with L. Riff, K&E team re regulatory considerations.
01/23/23	Michael B. Slade	0.50	Telephone conference with Company re diligence requests.
01/24/23	Bob Allen, P.C.	0.70	Telephone conference with Company re regulatory matters (.3); review, analyze external communications documents re same (.2); correspond with L. Riff re same (.2).
01/24/23	Cade C. Boland	2.30	Review, analyze documents re regulatory filings.
01/24/23	Megan Buenviaje	1.30	Conference with R. Guzman, vendor re case status (.3); analyze review assignments, workflow and status reports (.6); update documentation re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/23	Ricardo Guzman	0.30	Conference with M. Buenviaje, vendor re project updates and planning.
01/24/23	Chloe Reum	5.00	Review, analyze Relativity and Box documents re regulatory matters.
01/25/23	Bob Allen, P.C.	0.60	Review, analyze documents re regulatory matters (.1); correspond with L. Riff re same (.1); review, analyze wallet motion filings re regulatory considerations (.3); correspond with L. Riff re production re same (.1).
01/25/23	Megan Buenviaje	1.40	Analyze review assignments, workflow and status reports (1.1); update documentation re same (.3).
01/25/23	Esther Estella Garcia	6.80	Review, analyze document production (3.9); draft materials re same (2.9).
01/25/23	Ricardo Guzman	0.50	Coordinate with Deloitte re document collection for attorney review and workflow updates.
01/25/23	Laura K. Riff	1.50	Prepare for conference with Company re status of regulatory responses (.3); participate in telephone conference with Company re same (.5); review and analyze documents re same (.7).
01/25/23	Bryant Roby Jr.	1.20	Review and analyze documents for production re regulatory matters.
01/25/23	Kate Vera, P.C.	0.10	Telephone conference with L. Riff re case status update.
01/26/23	Megan Buenviaje	1.30	Analyze review assignments, workflow and status reports (.7); update documentation re same (.3); prepare targeted searches for attorney review (.3).
01/26/23	Esther Estella Garcia	5.60	Review, analyze document production (3.5); draft materials re same (2.1).
01/26/23	Ricardo Guzman	0.50	Analyze document selection for attorney review and workflow updates (.3); coordinate with case team re project updates (.2).
01/26/23	Alex D. Pappas	0.10	Review and analyze public correspondence re regulatory matters.
01/26/23	Alex D. Pappas	0.50	Review and analyze documents re responsiveness and privilege.
01/26/23	Laura K. Riff	1.70	Review, analyze documents re regulatory requests from DOJ, SEC and CFTC.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/23	Bryant Roby Jr.	1.80	Review and analyze documents for production re regulatory matters.
01/26/23	Kate Vera, P.C.	0.50	Telephone conference with L. Riff, vendor re case status update.
01/27/23	Bob Allen, P.C.	2.50	Review, analyze SDNY correspondence re regulatory matters (.4); telephone conference with Company re same (.8); prepare for telephone conference with SDNY re regulatory matters (1.1); correspond with L. Riff, K&E team re same (.2).
01/27/23	Megan Buenviaje	1.60	Analyze review assignments, workflow and status reports (1.1); update documentation re same (.2); prepare targeted searches for attorney review (.3).
01/27/23	Esther Estella Garcia	1.60	Review, analyze documents productions for case team review.
01/27/23	Bryant Roby Jr.	3.30	Review and analyze documents for production re regulatory considerations.
01/29/23	Bob Allen, P.C.	2.30	Prepare for telephone conference with SDNY re regulatory matters (.7); telephone conference with SDNY re adversary proceeding and same (.4); correspond with SDNY re same (.3); telephone conference with Haynes Boone and Company re same (.8); telephone conference with Company re resolution re same (.1).
01/30/23	Bob Allen, P.C.	1.80	Review, analyze adversary proceeding and regulatory issues (.3); telephone conference with SDNY re same (.1); correspond with Company re same (.2); telephone conference with Company re same (.3); prepare for telephone conference with Company, Haynes and Boone, DOJ re regulatory matters (.2); participate in telephone conference with Company, Haynes and Boone, DOJ re same (.5); telephone conference with M. Slade re same (.2).
01/30/23	Megan Buenviaje	1.70	Review assignments, workflow and status reports (.9); update documentation re same (.3); prepare targeted searches for attorney review (.5).
01/30/23	Esther Estella Garcia	0.50	Review, analyze document production.
01/30/23	Ricardo Guzman	0.50	Coordinate with L. Riff re production process and quality control updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/23	Angelina Moore	6.80	Review, analyze documents re responsiveness and privilege for upcoming document production.
01/30/23	Alex D. Pappas	2.10	Research re CFTC jurisdictional issues.
01/30/23	Chloe Reum	3.50	Review, analyze documents re regulatory matters.
01/30/23	Laura K. Riff	0.80	Review, analyze documents re responses to regulators.
01/30/23	Michael B. Slade	0.80	Review diligence.
01/31/23	Megan Buenviaje	0.90	Prepare for telephone conference with vendor re status (.2); attend telephone conference with vendor re project updates, case status (.3); analyze review assignments, workflow and status reports (.2); update documentation re same (.2).
01/31/23	Esther Estella Garcia	0.60	Review, analyze document production.
01/31/23	Ricardo Guzman	0.30	Telephone conference with K. Coverdale, K&E team, vendor re project updates and planning.
01/31/23	Ricardo Guzman	1.00	Analyze document selection for production and quality control updates (.8); correspond with L. Riff re project updates (.2).
01/31/23	Laura K. Riff	0.50	Telephone conference with vendor re processing and review of documents.
01/31/23	Kate Vera, P.C.	0.50	Telephone conference with L. Riff, K&E team, vendor re case status.
01/31/23	Kate Vera, P.C.	0.40	Draft acknowledgment agreement.
Total		229.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075885
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 135,798.00

Total legal services rendered

\$ 135,798.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	0.50	985.00	492.50
Meghan E. Guzaitis	3.80	550.00	2,090.00
Shayne Henry	49.70	1,310.00	65,107.00
Casey McGushin	46.20	1,415.00	65,373.00
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Bryant Roby Jr.	0.80	985.00	788.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
TOTALS	102.00		\$ 135,798.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/01/23	Casey McGushin	3.20	Review and analyze documents re compensation investigation.
01/02/23	Shayne Henry	3.20	Prepare for conference with C. McGushin re employee compensation matters (.1); participate in conference with C. McGushin re same (.4); review, analyze documents re same (1.5); correspond with C. McGushin re witness interviews (.4); review, analyze insider compensation materials re witnesses (.8).
01/02/23	Casey McGushin	1.90	Review and analyze documents re employee compensation matters (1.5); participate in telephone conference with S. Henry re employee compensation investigation (.4).
01/03/23	Shayne Henry	1.30	Conference with Company re employee compensation investigation (.5); correspond with M. Slade and C. McGushin re same (.3); review, analyze documents re same (.5).
01/03/23	Casey McGushin	4.10	Participate in telephone conference with M. Slade, K&E teams and Company re employee compensation investigation (.6); review and analyze documents re investigation into executive payments (2.2); draft and revise outline re same (1.3).
01/03/23	Josh Sussberg, P.C.	0.50	Telephone conference with Company, M. Slade, K&E team re employee compensation investigation.
01/04/23	Shayne Henry	1.50	Research precedent re employee compensation report (.5); research legal standards re same (1.0).
01/04/23	Casey McGushin	6.90	Draft outline re interview of company executive (1.3); revise same (1.0); review, analyze documents re executive payments (2.4); research issues re legal standards re same (.5); review, revise draft disclosure re employee compensation matters (.8); review, analyze draft schedule of payments to employees re same (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Shayne Henry	4.90	Review, analyze compensation disclosures (.3); prepare for witness interviews re employee compensation matters (.7); participate in same (2.3); correspond with C. McGushin re same (.4); review, analyze documents re same (1.0); correspond with L. Riff re document review re same (.2).
01/05/23	Casey McGushin	4.60	Draft and revise outline re executive interview (1.2); participate in executive interview re employee compensation matters (1.0); review and analyze documents re prepetition employee payments (2.4).
01/06/23	Cade C. Boland	0.20	Correspond with C. McGushin re employee compensation matters.
01/06/23	Shayne Henry	7.00	Prepare for witness interviews re executive compensation investigation (.5); participate in same (3.0); correspond with M. Slade and C. McGushin re same (.9); review, analyze documents re same (1.5); conference with C. McGushin and M. Slade re interviews re same (.8); review, analyze Company correspondence re same (.3).
01/06/23	Casey McGushin	3.30	Prepare for director interview re investigation (.3); participate in same re same (.5); draft and revise interview summary of executive re same (.4); review and analyze documents re same (2.1).
01/07/23	Shayne Henry	3.90	Review, analyze documents re employee compensation matters (3.5); correspond with M. Slade re SecFi transaction (.4).
01/08/23	Shayne Henry	1.50	Conference with Company re employee compensation investigation (.5); review, analyze documents re SecFi access to VDR re same (.5); review, analyze documents re SecFi (.5).
01/08/23	Casey McGushin	2.00	Participate in interview of executive re employee compensation investigation (.5); draft and revise interview summary re same (.8); review and analyze materials provided by Company re same (.7).
01/09/23	Shayne Henry	3.80	Conference with Company re employee compensation matters (1.0); review, analyze publicity re company valuation re same (.5); draft investigation report (2.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/09/23	Casey McGushin	1.90	Prepare for interview with executive re investigation (.4); participate in interview with executive re same (.8); draft and revise memorandum re employee compensation (.7).
01/10/23	Cade C. Boland	0.30	Research potential causes of action re investigation.
01/10/23	Shayne Henry	0.30	Correspond with M. Slade and C. McGushin re Deloitte re investigation.
01/11/23	Shayne Henry	0.30	Conference with Gunderson re employee compensation matters.
01/11/23	Casey McGushin	0.90	Prepare for telephone conference with Gunderson re employee compensation matters (.1); participate in same (.2); research potential claims re same (.6).
01/12/23	Shayne Henry	0.50	Conference with Company re employee compensation investigation.
01/12/23	Casey McGushin	2.60	Participate in telephone conference with Company re investigation (.5); prepare for telephone conference with Deloitte team re same (.1); participate in same (.6); draft and revise documents re investigation into payments to executives (1.4).
01/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with S. Vogel, F. Petrie and K&E team re investigation.
01/17/23	Meghan E. Guzaitis	0.50	Compile Company statements re investigations.
01/19/23	Shayne Henry	6.80	Conference with C. McGushin re investigation report (.3); draft investigation report (6.5).
01/19/23	Casey McGushin	1.20	Participate in telephone conference with S. Henry re investigation (.3); research issues re same (.9).
01/19/23	Bryant Roby Jr.	0.80	Review and analyze documents re investigations.
01/20/23	Shayne Henry	0.50	Correspond with C. McGushin re Board documents, report drafting re investigation.
01/20/23	Casey McGushin	0.70	Draft and revise investigation memorandum.
01/22/23	Shayne Henry	2.80	Draft compensation investigation report.
01/22/23	Casey McGushin	5.20	Draft and revise investigation report.
01/23/23	Meghan E. Guzaitis	0.80	Correspond with S. Henry, K&E team re production documents.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/23	Meghan E. Guzaitis	0.40	Conference with S. Henry, K&E team re upcoming hearing and investigations.
01/23/23	Shayne Henry	3.20	Revise insider compensation investigation report (2.8); correspond with C. McGushin re same (.4).
01/23/23	Casey McGushin	1.80	Draft and revise investigation report into executive payments.
01/24/23	Meghan E. Guzaitis	0.60	Prepare for depositions re investigation.
01/24/23	Shayne Henry	0.20	Correspond with C. McGushin re investigation.
01/24/23	Casey McGushin	1.70	Draft and revise investigation report re executive payments.
01/25/23	Meghan E. Guzaitis	1.50	Conference with S. Henry, K&E team re collection exhibits re investigation (.5); compile and prepare exhibits for deposition use re same (1.0).
01/25/23	Shayne Henry	0.90	Correspond with M. Guzaitis, K&E team re investigation status and next steps (.3); revise investigation report (.3); review, analyze document summaries (.3).
01/26/23	Casey McGushin	1.40	Draft investigation report re employee compensation (1.0); revise same (.4).
01/27/23	Shayne Henry	0.30	Review, analyze documents re employee compensation.
01/29/23	Casey McGushin	1.10	Draft and revise investigation report re employee compensation.
01/31/23	Shayne Henry	6.80	Draft compensation investigation report (5.2); correspond with C. McGushin re same (1.6).
01/31/23	Casey McGushin	1.70	Draft investigation report re executive payments (1.0); review, revise same (.7).
Total		102.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075887
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 3,996.00

Total legal services rendered

\$ 3,996.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	3.00	735.00	2,205.00
Sarah R. Margolis	1.40	995.00	1,393.00
Brian Nakhaimousa	0.40	995.00	398.00
TOTALS	4.80		\$ 3,996.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/13/23	Trevor Eck	0.60	Review, revise creditor inquiry tracker re recent pro se communications.
01/19/23	Brian Nakhaimousa	0.40	Conference with claimant re proof of claim process.
01/25/23	Trevor Eck	0.60	Telephone conference with S. Margolis, K&E team re creditor inquiry process (.5); review, revise tracker re same (.1).
01/25/23	Sarah R. Margolis	1.00	Conference with creditor re notice of commencement, case status (.2); correspond with J. Ryan, T. Eck re same (.1); conference with J. Ryan, I. Paretti, T. Eck re creditor inquiries (.5); review creditor inquiries re same (.2).
01/26/23	Trevor Eck	0.60	Review, revise creditor inquiry tracker re outstanding creditor inquiries (.5); correspond with Company, Kroll, S. Margolis, K&E team re creditor inquiry process (.1).
01/28/23	Trevor Eck	0.60	Draft correspondence responses re creditor inquiries.
01/29/23	Trevor Eck	0.60	Draft correspondence responses re creditor inquiries.
01/29/23	Sarah R. Margolis	0.40	Review, revise proposed responses to creditors (.3); correspond with T. Eck, J. Ryan re same (.1).
Total		4.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075888
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through January 31, 2023
(see attached Description of Legal Services for detail)

\$ 200,841.50

Total legal services rendered

\$ 200,841.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	2.70	735.00	1,984.50
Trevor Eck	3.60	735.00	2,646.00
Julia R. Foster	0.80	480.00	384.00
Richard U. S. Howell, P.C.	0.30	1,620.00	486.00
Rob Jacobson	38.50	1,155.00	44,467.50
Mike James Koch	1.10	735.00	808.50
Sarah R. Margolis	36.00	995.00	35,820.00
Christine A. Okike, P.C.	23.90	1,850.00	44,215.00
Isabella J. Paretti	56.80	735.00	41,748.00
Francis Petrie	14.20	1,295.00	18,389.00
Michael B. Slade	3.90	1,855.00	7,234.50
Josh Sussberg, P.C.	1.30	2,045.00	2,658.50
TOTALS	183.10		\$ 200,841.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/02/23	Rob Jacobson	3.80	Review, revise notice of adjournment re wallet withdrawal motion, other motions re January 9 hearing (.9); review, revise wallet withdrawal declaration (2.5); correspond with F. Petrie, Company re same (.4).
01/02/23	Sarah R. Margolis	0.30	Review, revise declaration in support of wallet motion.
01/02/23	Christine A. Okike, P.C.	1.20	Review declaration in support of wallet motion.
01/02/23	Isabella J. Paretti	0.90	Review, revise declaration re wallet withdrawal relief (.6); correspond with C. Okike re same (.1); correspond with R. Jacobson and S. Margolis re same (.2).
01/02/23	Isabella J. Paretti	2.10	Review, revise memo re wallet withdrawal objections (1.8); correspond with R. Jacobson re same (.1); review docket re same (.1); review Company information re wallet accounts re same (.1).
01/02/23	Francis Petrie	0.70	Review, analyze objections re wallet motion.
01/03/23	Rob Jacobson	3.00	Review, revise declaration in support of wallet motion (.9); correspond with Company re same (.1); review, analyze objections re wallet withdrawal motion (1.5); review, revise memorandum re same (.3); correspond with Walkers team re same (.2).
01/03/23	Sarah R. Margolis	1.50	Correspond with R. Jacobson, I. Paretti re wallet declaration (.3); revise, revise same (1.2).
01/03/23	Christine A. Okike, P.C.	1.10	Telephone conference with Company, F. Petrie, K&E team re wallet motion (.7); review declaration in support of Wallet motion (.4).
01/03/23	Isabella J. Paretti	3.90	Correspond with R. Jacobson re company comments re wallet withdrawal relief (.1); draft declaration re same (.2); review objection re same (.3); correspond with R. Jacobson re same (.1); review, analyze objections re same (1.2); revise draft of declaration re same (1.7); correspond with F. Petrie re same (.2); correspond with C. Okike, K&E team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/03/23	Michael B. Slade	0.90	Telephone conference with F. Petrie, K&E team re wallet motion considerations (.4); revise pleading re same (.5).
01/04/23	Trevor Eck	3.60	Review, analyze filed pro se objections re new objections to wallet withdrawal motion (2.3); draft mail objection tracker re same (1.3).
01/04/23	Sarah R. Margolis	1.80	Correspond with I. Paretti re objections, objection tracker to wallet motion (.3); review, analyze objection tracker (.2); draft reply motion (1.0); correspond with R. Jacobson re reply (.2); telephone conference with I. Paretti re same (.1).
01/04/23	Christine A. Okike, P.C.	1.50	Analyze wallet motion objections.
01/04/23	Isabella J. Paretti	1.70	Review, revise tracker re wallet withdrawal objections (1.1); correspond with S. Margolis re same (.3); correspond with F. Petrie re same (.2); correspond with T. Eck re same (.1).
01/04/23	Francis Petrie	1.30	Telephone conference with customer re wallet funds (.2); review objection to wallet motion (.5); correspond with I. Paretti, K&E team re status of objections (.2); correspond with Company re digital asset positions (.4).
01/04/23	Michael B. Slade	1.20	Review objections to wallet motion (1.0); correspond with F. Petrie, K&E team re same (.2).
01/05/23	Ziv Ben-Shahar	2.70	Correspond with S. Margolis, M. Koch re BlockFi wallet motion objections (.3); review, analyze objections re same (1.4); draft responses re same (1.0).
01/05/23	Julia R. Foster	0.80	Prepare objection binder for R. Jacobson (.5); draft binder index re same (.3).
01/05/23	Rob Jacobson	1.20	Review, analyze objections to wallet withdrawal motion.
01/05/23	Mike James Koch	1.10	Review, analyze wallet withdrawal objections (1.0); correspond with Z. Ben-Shahar re same (.1).
01/05/23	Sarah R. Margolis	0.40	Correspond with R. Jacobson, I. Paretti re wallet reply diligence (.2); draft reply re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/05/23	Isabella J. Paretti	6.90	Research case law re wallet withdrawal motion objections (3.4); draft, revise reply re same (3.2); correspond with S. Margolis re same (.3).
01/05/23	Isabella J. Paretti	2.40	Review, revise tracker re wallet withdrawal objections (1.1); correspond with F. Petrie re same (.1); correspond with C. Okike re same (.1); draft response to SEC re wallet withdrawal motion (.9); correspond with R. Jacobson re same (.1); correspond with S. Margolis re same (.1).
01/05/23	Francis Petrie	0.60	Correspond with R. Jacobson, K&E team re wallet objections (.4); correspond re SEC language re same (.2).
01/06/23	Rob Jacobson	0.40	Correspond with Brown Rudnick team re wallet withdrawal order (.1); review, revise order re same (.3).
01/06/23	Christine A. Okike, P.C.	0.50	Telephone conference with SEC re Wallet motion (.2); telephone conference with Reed Smith re same (.3).
01/06/23	Isabella J. Paretti	0.50	Draft response to SEC requests re wallet (.4); correspond with S. Margolis re same (.1).
01/06/23	Francis Petrie	0.20	Correspond with R. Jacobson, K&E team re SEC language to wallet order.
01/07/23	Sarah R. Margolis	0.70	Review, revise summary re attempted transactions re wallet motion.
01/07/23	Isabella J. Paretti	0.30	Review, revise draft re wallet motion (.2); correspond with S. Margolis and R. Jacobson re same (.1).
01/07/23	Francis Petrie	0.90	Review wallet objections (.7); correspond with R. Jacobson, K&E team re same (.2).
01/08/23	Sarah R. Margolis	6.90	Review, analyze wallet diligence re SEC questions (.5); review, revise wallet reply re same (.6); review, revise reply re wallet motion (4.0); review, analyze diligence, case law re same (1.8).
01/08/23	Christine A. Okike, P.C.	0.60	Telephone conference with Berkeley Research Group re wallet issues (.3); telephone conference with Brown Rudnick re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/08/23	Isabella J. Paretti	2.90	Review, revise language re SEC-related considerations re wallet order (.3); correspond with S. Margolis and F. Petrie re same (.1); research re arguments re wallet motion objections (1.2); correspond with S. Margolis re same (.3); review, revise reply in support of wallet motion (.7); correspond with R. Jacobson re same (.1); correspond with R. Jacobson re tracker re wallet objections; (.1); review docket re same (.1).
01/09/23	Rob Jacobson	10.40	Review, revise reply re wallet withdrawal motion (3.9); review, analyze objections to wallet withdrawal motion re same (2.6); further review, revise reply in support of wallet withdrawal motion (3.9).
01/09/23	Sarah R. Margolis	2.80	Draft diligence request list re wallet reply (.3); correspond with I. Paretti re same (.1); review, revise response to UCC re platform pause communications (.4); correspond with R. Jacobson re wallet pleadings, diligence documents (.2); review, revise wallet reply (1.7); correspond with C. Okike, M. Slade re declaration (.1).
01/09/23	Isabella J. Paretti	6.00	Review revise tracker re wallet withdrawal motion objections (1.9); correspond with S. Margolis re same (.1); review research re case law re objections to wallet motion (.2); draft correspondence to UCC re wallet related diligence requests (1.3); correspond with S. Margolis re same (.2); correspond with F. Petrie re same (.1); analyze, compile diligence re same (1.0); draft internal diligence list re wallet related matters (.6); correspond with R. Jacobson re same (.2); research re adversary proceeding re wallet motion (.3); correspond with S. Margolis re wallet declaration (.1).
01/09/23	Francis Petrie	1.80	Review wallet declaration (.6); review and compile UCC diligence re same (.7); correspond with K&E team re same (.5).
01/09/23	Michael B. Slade	1.10	Review, revise declaration re wallet motion.
01/09/23	Josh Sussberg, P.C.	0.20	Comment on correspondence from UCC re wallet motion extension.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/10/23	Rob Jacobson	6.10	Review, revise reply re wallet withdrawal relief (3.1); correspond with I. Paretti, S. Margolis re same (.6); draft chart exhibit re reply in support of wallet relief (1.3); review, revise reply re wallet withdrawal relief (1.1).
01/10/23	Rob Jacobson	2.50	Review, revise reply in support of wallet withdrawal motion.
01/10/23	Sarah R. Margolis	5.90	Telephone conference with I. Paretti re wallet reply (.2); review, revise wallet reply (3.9); review, analyze terms of service, Company communication, case law re same (1.8).
01/10/23	Christine A. Okike, P.C.	1.90	Review and analyze wallet issues.
01/10/23	Isabella J. Paretti	9.40	Draft exhibit to wallet withdrawal reply (.2); correspond with R. Jacobson, S. Margolis re possible exhibit re wallet withdrawal reply (1.1); review, revise same (3.9); correspond with F. Petrie re same (.2); review, revise declaration re same (3.5); correspond with R. Jacobson, S. Margolis re same (.3); correspond with M. Slade, C. Okike re same (.2).
01/11/23	Rob Jacobson	1.60	Telephone conference with I. Paretti, S. Margolis re wallet withdrawal reply, declarations in support of relief (.7); review, analyze filed objections, precedent (.9).
01/11/23	Sarah R. Margolis	6.40	Review, revise wallet order (.2); review, analyze private client accounts (.2); correspond with R. Jacobson re same (.1); review, revise reply (3.4); review, revise declaration (2.5).
01/11/23	Christine A. Okike, P.C.	1.40	Telephone conference with Company, M3, Brown Rudnick, Berkeley Research Group, F. Petrie, K&E team re wallet motion (1.1); correspond with same re preference analysis re same (.3).
01/11/23	Isabella J. Paretti	5.10	Review, revise declaration re wallet withdrawal motion (1.9); conference with S. Margolis re same (2.7); conference with R. Jacobson, S. Margolis re same (.5).
01/12/23	Sarah R. Margolis	2.40	Review, revise wallet reply.
01/12/23	Christine A. Okike, P.C.	1.70	Review wallet diligence (1.1); telephone conference with management re same (.3); review wallet talking points (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/12/23	Isabella J. Paretti	6.20	Review exhibit re wallet withdrawal motion (1.1); revise same (3.9); conference with S. Margolis re same (.1); correspond with S. Margolis re same (.2); review, revise proposed order re wallet withdrawal motion (.3); review, revise reply re same (.5); correspond with R. Jacobson re same (.1).
01/12/23	Francis Petrie	0.80	Review and revise exhibits re wallet motion.
01/13/23	Sarah R. Margolis	0.60	Review, revise exhibits re wallet objection reply (.3); review, revise wallet reply (.3).
01/13/23	Christine A. Okike, P.C.	2.50	Telephone conference with Company and BRG re UCC wallet diligence (.5); telephone conference with Brown Rudnick, Troutman Pepper, Haynes and Boone, F. Petrie, K&E team re same (.6); telephone conference with Haynes and Boone re same (.2); analyze wallet strategy (1.2).
01/13/23	Isabella J. Paretti	1.00	Review, revise reply re wallet withdrawal motion (.8); correspond with S. Margolis re same (.1); correspond with R. Jacobson re same (.1).
01/14/23	Isabella J. Paretti	0.60	Review wallet withdrawal motion and objections (.4); correspond with R. Jacobson re same (.2).
01/15/23	Rob Jacobson	3.80	Review, revise wallet withdrawal reply (2.5); draft summary of issues re same (.6); review, analyze objections, objection tracker re same (.7).
01/15/23	Sarah R. Margolis	2.40	Review, revise wallet reply, chart (1.5); correspond with I. Paretti re same (.2); research case law re contract interpretation (.3); review, analyze objections re same (.4).
01/15/23	Isabella J. Paretti	3.90	Review, revise reply re wallet motion (2.8); correspond with R. Jacobson and F. Petrie re same (.1); correspond with S. Margolis re same (.2); conference with M. Shakleton re Bermuda case law inquiry (.3); research re same (.5).
01/17/23	Christine A. Okike, P.C.	0.20	Analyze wallet issues.
01/18/23	Christine A. Okike, P.C.	1.40	Review UCC wallet diligence requests (.5); analyze wallet issues (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/23	Francis Petrie	1.60	Review wallet analysis summaries (1.0); correspond with C. Okike, K&E team re same (.3); draft updates re same (.3).
01/19/23	Richard U. S. Howell, P.C.	0.30	Telephone conference with F. Petrie re wallet motion.
01/19/23	Rob Jacobson	1.10	Draft wallet statement (.8); correspond with F. Petrie re same (.3).
01/19/23	Christine A. Okike, P.C.	1.40	Review wallet analysis (.5); telephone conference with Company, Berkeley Research Group, F. Petrie, K&E team re same (.9).
01/19/23	Francis Petrie	1.00	Telephone conference with C. Okike, Company, BRG re wallet presentation.
01/19/23	Michael B. Slade	0.20	Telephone conference with J. Sussberg, C. Okike re wallet motion.
01/19/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re wallet motion and next steps.
01/20/23	Rob Jacobson	4.60	Draft statement with respect to wallet withdrawal relief (3.8); correspond with F. Petrie, K&E team re same (.8).
01/20/23	Christine A. Okike, P.C.	3.40	Review statement re wallet motion (.9); telephone conference with Brown Rudnick, Troutman Pepper and Haynes and Boone teams re wallet motion (.3); telephone conferences with Haynes and Boone re follow up re same (.5); review wallet analysis (1.7).
01/20/23	Francis Petrie	4.50	Draft wallet statement (3.8); correspond with Company, R. Jacobson, K&E team re same (.5); arrange for filing of same (.2).
01/20/23	Josh Sussberg, P.C.	0.70	Correspond with F. Petrie re UCC status and letter to Court re wallet motion (.1); review and revise statement re wallet motion (.5); correspond with R. Stark re same (.1).
01/23/23	Christine A. Okike, P.C.	1.40	Review wallet preference analysis.
01/24/23	Sarah R. Margolis	3.00	Telephone conferences with J. Ryan, I. Paretti re wallet accounts, bar date research (.4); research case law re proof of claim re wallet accounts (1.5); review, revise summary re same (.4); review, analyze wallet statement, UCC objection re diligence (.7).
01/24/23	Francis Petrie	0.80	Review UCC response to wallet declaration (.6); correspond with F. Petrie, K&E team re ad hoc group letter and discovery requests (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/25/23	Sarah R. Margolis	0.10	Review, analyze wallet statement, UCC objection re UCC diligence.
01/25/23	Christine A. Okike, P.C.	0.60	Analyze wallet strategy.
01/25/23	Isabella J. Paretti	1.10	Draft wallet withdrawal motion (.5); review pleadings re same (.4); correspond with F. Petrie re same (.2).
01/25/23	Josh Sussberg, P.C.	0.10	Correspond with Z. Prince re wallet motion.
01/26/23	Christine A. Okike, P.C.	0.20	Correspond with UCC and ad hoc group re wallet motion.
01/26/23	Isabella J. Paretti	1.30	Review diligence list re wallet withdrawal motion (.3); research re same (.5); draft summary re same (.3); correspond with S. Margolis re same (.2).
01/26/23	Josh Sussberg, P.C.	0.20	Conference with Company re wallet hearing.
01/27/23	Sarah R. Margolis	0.80	Review ad hoc committee diligence requests re wallet (.7); correspond with I. Paretti re same (.1).
01/30/23	Christine A. Okike, P.C.	1.90	Review wallet pleadings filed by UCC and ad hoc group (1.4); telephone conference with Brown Rudnick, Troutman Pepper, Haynes and Boone, F. Petrie and K&E team re wallet contested issues (.5).
01/30/23	Isabella J. Paretti	0.60	Review diligence, objections re wallet withdrawal motion (.5); correspond with R. Jacobson re same (.1).
01/30/23	Michael B. Slade	0.50	Telephone conference with UCC, C. Okike, Haynes and Boone re wallet considerations (.4); review correspondence from C. Okike re same (.1).
01/31/23	Christine A. Okike, P.C.	1.00	Telephone conference with Reed Smith re wallet (.3); review wallet preference analysis (.7).
Total		183.10	

February 2023

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077617

Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 24,913.00

Total legal services rendered

\$ 24,913.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan Buenviaje	1.10	475.00	522.50
Julia R. Foster	0.30	480.00	144.00
Richard U. S. Howell, P.C.	2.50	1,620.00	4,050.00
Christine A. Okike, P.C.	4.60	1,850.00	8,510.00
Michael B. Slade	6.30	1,855.00	11,686.50
TOTALS	14.80		\$ 24,913.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Richard U. S. Howell, P.C.	0.50	Correspond with M. Slade, K&E team re open litigation issues.
02/01/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, M. Slade and K&E teams re litigation, adversary proceeding workstreams.
02/06/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, M. Slade and K&E team re contested matters.
02/06/23	Michael B. Slade	0.50	Telephone conference with Company, Haynes and Boone, C. Okike and K&E team re contested matters.
02/08/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone, M. Slade and K&E team re litigation status (.5); draft correspondence re same (.2).
02/08/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re litigation status.
02/09/23	Richard U. S. Howell, P.C.	0.70	Telephone conferences with M. Slade, K&E team re open litigation items (.5); prepare for re same (.2).
02/09/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company, Haynes and Boone, M. Slade and K&E team re litigation status (.5); prepare for same (.4).
02/09/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re litigation status.
02/10/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes and Boone, M. Slade, K&E team re adversary.
02/10/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re adversary status.
02/13/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, M. Slade, K&E team re litigation items.

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077617

BlockFi Inc.

Matter Number:

54119-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/23	Michael B. Slade	2.40	Telephone conference with Company re witness interview (1.0); telephone conference with Company, C. Okike, K&E team, Haynes and Boone re litigation (.5); review and edit presentation (.9).
02/14/23	Richard U. S. Howell, P.C.	1.00	Correspond with M. Slade, K&E team re litigation update (.7); review draft pleadings (.3).
02/15/23	Richard U. S. Howell, P.C.	0.30	Correspond with M. Slade, K&E team re open litigation issues.
02/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, M. Slade and K&E team re adversary streams.
02/15/23	Michael B. Slade	1.40	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re litigation status (.5); correspond with Haynes and Boone team re Elementus meeting (.9).
02/16/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, M. Slade, K&E team re deposition status.
02/16/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re deposition status.
02/17/23	Megan Buenviaje	1.10	Attend status telephone conference with M. Slade and K&E team re second level review and production workflow (.4); analyze review assignments, workflow and status reports (.3); update documentation re same (.4).
02/21/23	Julia R. Foster	0.30	Correspond with F. Petrie and S. Golden re adversary proceeding.
Total		14.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077623
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 33,927.50

Total legal services rendered

\$ 33,927.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.10	1,605.00	160.50
Ziv Ben-Shahar	1.80	735.00	1,323.00
Trevor Eck	5.30	735.00	3,895.50
Julia R. Foster	1.70	480.00	816.00
Will Guthrie	0.10	1,245.00	124.50
David Hackel	2.30	735.00	1,690.50
Rob Jacobson	3.40	1,155.00	3,927.00
Mike James Koch	1.50	735.00	1,102.50
Sarah R. Margolis	1.70	995.00	1,691.50
Brian Nakhaimousa	2.30	995.00	2,288.50
Christine A. Okike, P.C.	3.20	1,850.00	5,920.00
Isabella J. Parette	2.00	735.00	1,470.00
Francis Petrie	2.30	1,295.00	2,978.50
Jimmy Ryan	2.50	885.00	2,212.50
Michael B. Slade	0.50	1,855.00	927.50
Luke Spangler	2.50	325.00	812.50
Mason N. Zurek	2.60	995.00	2,587.00
TOTALS	35.80		\$ 33,927.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Bob Allen, P.C.	0.10	Conference with F. Petrie, K&E team re restructuring status update.
02/01/23	Julia R. Foster	0.50	Revise postpetition pleading template.
02/01/23	Rob Jacobson	0.20	Telephone conference with F. Petrie, K&E team re work in process, next steps (.1); prepare for same (.1).
02/01/23	Luke Spangler	0.20	Compile recently filed pleadings.
02/03/23	Ziv Ben-Shahar	0.30	Conference with R. Jacobson, K&E team re case status, updates.
02/03/23	Trevor Eck	0.70	Telephone conference with R. Jacobson, K&E team re case updates, next steps (.2); review, revise work in process summaries re same (.5).
02/03/23	David Hackel	0.30	Telephone conference with R. Jacobson, K&E team re case status, next steps (.2); review, analyze work in process summaries re same (.1).
02/03/23	Rob Jacobson	0.30	Telephone conference with B. Nakhaimousa, K&E team re case status, next steps (.2); prepare re same (.1).
02/03/23	Mike James Koch	0.40	Telephone conference with R. Jacobson, K&E team re work in process, next steps (.2); prepare re same (.2).
02/03/23	Brian Nakhaimousa	0.30	Conference with R. Jacobson, K&E team re case status, next steps (.2); prepare re same (.1).
02/03/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, Haynes and Boone and, M. Slade, K&E teams re key work streams (.5); prepare for same (.2).
02/03/23	Isabella J. Paretti	0.30	Telephone conference with R. Jacobson, K&E team re work in process (.2); prepare for same (.1).
02/03/23	Jimmy Ryan	0.30	Telephone conference with R. Jacobson, K&E team re work in process and next steps.
02/03/23	Michael B. Slade	0.50	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case status, next steps.
02/03/23	Mason N. Zurek	0.30	Telephone conference with R. Jacobson, K&E team re work in process (.2); review work in process summaries re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Trevor Eck	0.20	Review, revise work in process summaries re case updates.
02/06/23	Brian Nakhaimousa	0.20	Review, revise work in process summaries.
02/07/23	Ziv Ben-Shahar	0.40	Telephone conference with M. Reiney, K&E team re case status, updates.
02/07/23	Trevor Eck	0.70	Telephone conference with F. Petrie, K&E team re case status updates, next steps (.4); review, revise summaries re same (.3).
02/07/23	David Hackel	0.40	Conference with T. Eck, K&E team re case status, next steps.
02/07/23	Mike James Koch	0.40	Conference with M. Reiney, K&E team re critical workstreams, work in process.
02/07/23	Sarah R. Margolis	0.40	Conference with F. Petrie, K&E team re work in process, case status.
02/07/23	Brian Nakhaimousa	0.40	Conference with R. Jacobson, K&E team re work in process, next steps.
02/07/23	Isabella J. Paretti	0.40	Conference with F. Petrie, K&E team re work in process.
02/07/23	Jimmy Ryan	0.40	Conference with F. Petrie, K&E team re work in process and next steps.
02/07/23	Luke Spangler	0.50	Telephone conference with F. Petrie, K&E team re work in process (.4); prepare re same (.1).
02/07/23	Luke Spangler	0.20	Compile recently filed pleadings.
02/07/23	Mason N. Zurek	0.50	Telephone conference with F. Petrie, K&E team re work in process (.4); review summary re same (.1).
02/08/23	Will Guthrie	0.10	Telephone conference with R. Jacobson and K&E team re case status.
02/09/23	Trevor Eck	0.30	Review, revise deadline summary re case updates.
02/14/23	Ziv Ben-Shahar	0.70	Conference with F. Petrie, K&E team re case status, updates (.5); prepare re same (.2).
02/14/23	Trevor Eck	0.90	Telephone conference with F. Petrie, K&E team re case status, next steps (.7); review, revise summaries re same (.2).
02/14/23	Julia R. Foster	0.70	Telephone conference with F. Petrie, K&E team re work in process.
02/14/23	David Hackel	0.70	Conference with T. Eck, K&E team re case status, next steps (.4); prepare for same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/23	Mike James Koch	0.30	Conference with F. Petrie, K&E team re critical workstreams, work in process.
02/14/23	Sarah R. Margolis	0.50	Conference with J. Ryan, K&E team re work in process, case status.
02/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes & Boone re key work streams (.1); telephone conference with M. Renzi re same (.2).
02/14/23	Isabella J. Paretti	0.70	Conference with F. Petrie, K&E team re work in process.
02/14/23	Francis Petrie	0.30	Conference with S. Margolis, K&E team re work in process.
02/14/23	Jimmy Ryan	0.70	Conference with S. Margolis, K&E team re work in process and next steps (.4); prepare for same (.3).
02/14/23	Luke Spangler	0.30	Compile recently filed pleadings.
02/14/23	Mason N. Zurek	0.70	Telephone conference with F. Petrie, K&E team re work in process.
02/16/23	Trevor Eck	0.40	Review, revise work in process tracker.
02/17/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re key work streams.
02/19/23	Trevor Eck	0.20	Correspond with R. Jacobson re upcoming key dates and deadlines.
02/19/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re work in process, next steps.
02/21/23	Trevor Eck	0.80	Telephone conference with F. Petrie, K&E team re case status, next steps (.5); review, revise work process summaries re same (.3).
02/21/23	Julia R. Foster	0.50	Telephone conference with F. Petrie, K&E team re case status, next steps.
02/21/23	David Hackel	0.60	Conference with T. Eck, K&E team re case status, next steps (.5); review, analyze workstreams re same (.1).
02/21/23	Rob Jacobson	1.30	Conference with F. Petrie, K&E team re work in process, next steps (.5); review, revise summaries re same (.4); prepare for same (.4).
02/21/23	Sarah R. Margolis	0.50	Telephone conference with F. Petrie, K&E team re workstreams, case status.
02/21/23	Brian Nakhaimousa	1.40	Conference with F. Petrie, K&E team re work in process, next steps (.4); review, revise deadline summary re same (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re case status, next steps.
02/21/23	Isabella J. Paretti	0.30	Conference with F. Petrie, K&E team re work in process.
02/21/23	Francis Petrie	0.50	Conference with R. Jacobson, K&E team re work in process.
02/21/23	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
02/21/23	Luke Spangler	0.80	Telephone conference with F. Petrie, K&E team re work in process (.5); compile recently filed pleadings (.3).
02/21/23	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.5); review summary re same (.1).
02/22/23	Rob Jacobson	0.20	Conference with M. Reiney, K&E team re work in process, next steps.
02/23/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
02/23/23	Francis Petrie	0.50	Telephone conference with Company, Haynes and Boone, C. Okike, K&E team re work in process (.3); prepare for same (.2).
02/23/23	Jimmy Ryan	0.20	Correspond with T. Eck, K&E team re work in process and next steps.
02/23/23	Luke Spangler	0.20	Compile recently filed pleadings.
02/24/23	Ziv Ben-Shahar	0.40	Conference with R. Jacobson, K&E team re case updates.
02/24/23	Trevor Eck	0.70	Telephone conference with R. Jacobson, K&E team re case status, next steps (.3); review, revise workstream summaries re same (.4).
02/24/23	David Hackel	0.30	Conference with R. Jacobson, K&E team re case status, next steps.
02/24/23	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
02/24/23	Sarah R. Margolis	0.30	Telephone conference with R. Jacobson, K&E team re case status, workstreams.
02/24/23	Isabella J. Paretti	0.30	Conference with R. Jacobson, K&E team re work in process.
02/24/23	Jimmy Ryan	0.30	Video conference with T. Eck, K&E team re work in process and next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Mason N. Zurek	0.50	Telephone conference with F. Petrie, K&E team re work in process (.3); review summary re same (.2).
02/26/23	Rob Jacobson	0.90	Conference with F. Petrie, M. Reiney re work in process, next steps (.5); prepare re same (.4).
02/26/23	Francis Petrie	0.50	Telephone conference with M. Reiney, R. Jacobson re work in process.
02/27/23	Christine A. Okike, P.C.	0.70	Telephone conference with Haynes and Boone, F. Petrie, K&E team re coordination (.5); telephone conference with management, Haynes & Boone and K&E teams re key work streams (.2).
02/27/23	Francis Petrie	0.50	Telephone conference with Haynes & Boone and K&E teams re work in process and deal status.
02/28/23	Trevor Eck	0.40	Review, revise work in process summaries re case status updates.
02/28/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone, K&E team re key work streams.
02/28/23	Jimmy Ryan	0.10	Correspond with T. Eck, K&E team re work in process and next steps.
02/28/23	Luke Spangler	0.30	Compile recently filed pleadings.
Total		35.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077625

Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 19,074.50

Total legal services rendered

\$ 19,074.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	6.40	735.00	4,704.00
Christine A. Okike, P.C.	2.90	1,850.00	5,365.00
Francis Petrie	2.60	1,295.00	3,367.00
Margaret Reiney	4.40	1,155.00	5,082.00
Michael B. Slade	0.30	1,855.00	556.50
TOTALS	16.60		\$ 19,074.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Margaret Reiney	1.20	Review U.S. Trustee comments re cash management issues (.8); correspond with Company re same (.4).
02/02/23	Francis Petrie	0.30	Correspond with U.S. Trustee re cash management issues.
02/03/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company re Silvergate ACH reserve.
02/03/23	Francis Petrie	0.50	Correspond with Company re cash management outstanding issues, stipulation.
02/06/23	Trevor Eck	2.50	Draft stipulation re bank account and release of funds issues.
02/06/23	Francis Petrie	0.60	Review, revise cash management, ACH stipulation.
02/06/23	Margaret Reiney	0.50	Review, revise cash management stipulation.
02/07/23	Christine A. Okike, P.C.	1.60	Review, revise Silvergate stipulation re collateral account.
02/07/23	Francis Petrie	0.70	Revise Silvergate stipulation.
02/13/23	Margaret Reiney	1.20	Correspond with Company re cash management inquiries (.8); review pleading re same (.4).
02/14/23	Trevor Eck	1.90	Review, revise stipulation re bank reserve account.
02/14/23	Christine A. Okike, P.C.	0.50	Review coin analysis (.2); telephone conference with Company, Moelis and Berkeley Research Group teams re same (.3).
02/17/23	Trevor Eck	0.20	Review, revise bank reserve account stipulation.
02/18/23	Trevor Eck	1.40	Review, revise stipulation re bank reserve account.
02/19/23	Trevor Eck	0.40	Research re Silvergate stipulation.
02/20/23	Christine A. Okike, P.C.	0.20	Review Silvergate cash collateral stipulation.
02/22/23	Margaret Reiney	1.50	Correspond with Holland Knight re Silvergate stipulation (.3); review precedent re same (.7); review and revise stipulation re same (.5).
02/23/23	Christine A. Okike, P.C.	0.30	Review Silvergate cash management stipulation (.1); telephone conference with B. Parlin re same (.2).

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077625

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Francis Petrie	0.50	Attend telephone conference with B. Parlin, C. Okike re cash management stipulation (.2); review same (.3).
02/23/23	Michael B. Slade	0.30	Telephone conference with R. Loban re accounting issue.
Total		16.60	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077626
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 7,359.50

Total legal services rendered

\$ 7,359.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	2.80	1,155.00	3,234.00
Mike James Koch	0.30	735.00	220.50
Christine A. Okike, P.C.	1.10	1,850.00	2,035.00
Isabella J. Paretti	0.70	735.00	514.50
Francis Petrie	0.50	1,295.00	647.50
Jimmy Ryan	0.80	885.00	708.00
TOTALS	6.20		\$ 7,359.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Jimmy Ryan	0.30	Correspond with F. Petrie, K&E team re creditor inquiries (.1); telephone conference with creditor re same (.2).
02/05/23	Rob Jacobson	1.30	Review, revise creditor communications materials.
02/07/23	Jimmy Ryan	0.30	Correspond with Company and Haynes and Boone re customer inquiries.
02/09/23	Rob Jacobson	1.50	Telephone conference with C Street, C. Okike, K&E team re creditor communications updates (.2); prepare for same (.2); review, comment on bar date communications materials (.9); correspond with I. Paretti re same (.2).
02/09/23	Christine A. Okike, P.C.	0.20	Telephone conference with R. Jacobson, K&E team, Company, C Street re creditor communications materials.
02/13/23	Isabella J. Paretti	0.70	Revise, review communications re proof of claim (.5); correspond with B. Nakhaimousa re same (.1); correspond with C Street re same (.1).
02/13/23	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team re customer inquiries.
02/16/23	Christine A. Okike, P.C.	0.30	Telephone conference with F. Petrie, K&E team, Company, C Street re creditor communications.
02/16/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
02/22/23	Christine A. Okike, P.C.	0.20	Telephone conference with Company re client inquiry and response.
02/23/23	Christine A. Okike, P.C.	0.40	Telephone conference with F. Petrie, K&E team, Company, C Street re customer communications.
02/24/23	Mike James Koch	0.30	Review Company customer listing re customer contact information.
Total		6.20	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077628
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 44,432.50

Total legal services rendered

\$ 44,432.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	3.40	735.00	2,499.00
Susan D. Golden	0.40	1,475.00	590.00
David Hackel	0.20	735.00	147.00
Rob Jacobson	19.40	1,155.00	22,407.00
Mike James Koch	1.30	735.00	955.50
Sarah R. Margolis	0.70	995.00	696.50
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Isabella J. Paretti	8.60	735.00	6,321.00
Francis Petrie	4.80	1,295.00	6,216.00
Jimmy Ryan	0.10	885.00	88.50
Michael B. Slade	0.70	1,855.00	1,298.50
Mason N. Zurek	2.30	995.00	2,288.50
TOTALS	42.40		\$ 44,432.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Susan D. Golden	0.40	Coordinate finalization of CoinDesk bar date and sale notices with publisher (.3) correspond with B. Nakhaimousa re same (.1).
02/02/23	Rob Jacobson	4.30	Review, comment on bar date communications materials (3.9); conference with F. Petrie, K&E team re same (.4).
02/02/23	Isabella J. Paretti	0.80	Review, revise proofs of claim (.7); correspond with R. Jacobson re same (.1).
02/02/23	Francis Petrie	2.20	Correspond with R. Jacobson re proof of claim process (.7); telephone conference with R. Jacobson re same (.4); conference with Company re same (1.1).
02/03/23	Rob Jacobson	5.10	Review, comment on bar date communications materials (2.1); analyze issues re same (.7); correspond with Haynes and Boone, F. Petrie re same (.4); correspond with Company, Kroll re same (.5); review, revise communications materials re same (.7); review bar date order, motion re same (.7).
02/03/23	Christine A. Okike, P.C.	0.50	Review customer proof of claim communications materials.
02/03/23	Isabella J. Paretti	0.90	Review, revise proof of claim forms (.7); correspond with R. Jacobson re same (.2).
02/03/23	Francis Petrie	2.10	Correspond with Company re claims bar date package (.2); telephone conferences with R. Jacobson, Company re same (.4); review bar date order (.8); draft correspondence re bar date service, timing (.2); telephone conference with Haynes and Boone, Company, Kroll re same, service, scope of package contents (.5).
02/04/23	Rob Jacobson	0.40	Review, comment on bar date communications materials.
02/05/23	Michael B. Slade	0.70	Review, revise claims presentation.
02/06/23	Rob Jacobson	0.40	Correspond with Kroll re bar date materials (.2); review, analyze issues re same (.2).
02/09/23	Isabella J. Paretti	3.10	Review, revise materials re proof of claim process (2.6); correspond with R. Jacobson re same (.4); correspond with F. Petrie, K&E team re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/23	Isabella J. Parette	0.30	Review proof of claim communications (.1); correspond with B. Nakhaimousa re same (.2).
02/13/23	Francis Petrie	0.50	Correspond with R. Jacobson, K&E team re claims pool, 510(b) claims and related research.
02/16/23	Trevor Eck	0.20	Telephone conference with S. Margolis, K&E team re claims issues.
02/16/23	Isabella J. Parette	0.80	Correspond with Kroll re proof of claim inquiry (.3); conference with B. Nakhaimousa re same (.2); correspond with F. Petrie re same (.1); correspond with S. Margolis re proof of claim process re Kroll (.2).
02/16/23	Mason N. Zurek	2.30	Correspond with S. Margolis, T. Eck, K&E team re claims considerations (.6); telephone conference with S. Margolis, T. Eck, K&E team re same (.3); research and analyze case law re same (1.4).
02/17/23	Sarah R. Margolis	0.20	Correspond with Kroll re proof of claims.
02/19/23	Rob Jacobson	1.50	Review, analyze research re 510(b) claims (.6); research re same (.7); correspond with M. Koch, K&E team re same (.2).
02/19/23	Mike James Koch	0.60	Research, analyze creditor claims questions (.4); correspond with R. Jacobson, K&E team re same (.2).
02/20/23	Trevor Eck	0.80	Research re proof of claims issues re subordination.
02/20/23	Rob Jacobson	3.80	Research 510(b) claims matters (1.9); draft summary re same (1.5); correspond with M. Koch, K&E team re same (.4).
02/20/23	Mike James Koch	0.70	Research, analyze legal issues re subordination, damages considerations (.2); compile case law re same (.1); correspond with R. Jacobson, D. Hackel re same (.4).
02/21/23	Trevor Eck	0.60	Research re claims issues re subordination.
02/21/23	Isabella J. Parette	0.30	Conference with B. Nakhaimousa re proof of claim process.
02/22/23	Isabella J. Parette	0.30	Correspond with B. Nakhaimousa, Kroll re creditor claims inquiry.
02/22/23	Jimmy Ryan	0.10	Correspond with S. Margolis, K&E team re creditor inquiries.

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077628

BlockFi Inc.

Matter Number:

54119-9

Claims Administration and Objections

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Rob Jacobson	1.30	Review, revise committee claims frequently asked questions (.8); review, analyze issues re same (.5).
02/23/23	Sarah R. Margolis	0.50	Telephone conference with Company, Haynes and Boone re creditor claims.
02/24/23	David Hackel	0.20	Research re account holders' claims.
02/27/23	Rob Jacobson	2.60	Review, revise Committee's communications materials re claims (1.4); research, analyze issues re same (.6); correspond with Haynes and Boone re same (.6).
02/27/23	Isabella J. Paretti	1.90	Research re valuation of proof of claims (.7); draft correspondence, summary re same (1.1); conference with R. Young re same (.1).
02/27/23	Isabella J. Paretti	0.20	Correspond with Kroll team, B. Nakhaimousa re creditor and proof of claim inquiry (.1); correspond with creditor re same (.1).
02/28/23	Trevor Eck	1.80	Draft memorandum re preference claims issues.
Total		42.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077630
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 16,385.50

Total legal services rendered

\$ 16,385.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.50	735.00	1,102.50
Rob Jacobson	1.30	1,155.00	1,501.50
Brian Nakhaimousa	0.60	995.00	597.00
Christine A. Okike, P.C.	2.80	1,850.00	5,180.00
Isabella J. Paretti	1.80	735.00	1,323.00
Francis Petrie	4.00	1,295.00	5,180.00
Margaret Reiney	1.30	1,155.00	1,501.50
TOTALS	13.30		\$ 16,385.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Isabella J. Paretti	1.80	Draft summary re update to UCC (1.6); correspond with M. Reiney, K&E team re same (.2).
02/01/23	Francis Petrie	0.50	Revise materials re UCC meeting.
02/01/23	Margaret Reiney	0.80	Review UCC deck (.6); correspond with I. Paretti, K&E team re same (.2).
02/02/23	Christine A. Okike, P.C.	0.70	Telephone conference with F. Petrie, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/02/23	Francis Petrie	0.50	Telephone conference with C. Okike, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/07/23	Trevor Eck	1.50	Research upcoming deadlines re UCC update summary (.7); review, revise update summary re same (.8).
02/07/23	Brian Nakhaimousa	0.60	Correspond with Berkeley Research Group re key dates re UCC materials.
02/09/23	Christine A. Okike, P.C.	0.50	Telephone conference with Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/09/23	Francis Petrie	1.00	Telephone conference with Brown Rudnick re weekly update.
02/16/23	Christine A. Okike, P.C.	0.50	Telephone conference with F. Petrie, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/16/23	Francis Petrie	1.00	Telephone conference with C. Okike, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update (.5); prepare for same (.5).
02/16/23	Margaret Reiney	0.50	Telephone conference with C. Okike, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077630

BlockFi Inc.

Matter Number:

54119-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Rob Jacobson	0.50	Telephone conference with Brown Rudnick, Elementus, M3 Partners, Moelis, Haynes and Boone re customer platform sale.
02/22/23	Christine A. Okike, P.C.	0.30	Review UCC weekly update report.
02/23/23	Rob Jacobson	0.80	Telephone conference with C. Okike, K&E team, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/23/23	Christine A. Okike, P.C.	0.80	Telephone conference with F. Petrie, K&E team, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/23/23	Francis Petrie	0.60	Attend telephone conference with C. Okike, K&E team, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
02/28/23	Francis Petrie	0.40	Review appointment of committee (.1); correspond with M. Reiney, K&E team re same (.3).
Total		13.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077633

Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 427,254.50

Total legal services rendered

\$ 427,254.50

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077633

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	1.90	1,455.00	2,764.50
Trevor Eck	40.10	735.00	29,473.50
Julia R. Foster	0.30	480.00	144.00
Will Guthrie	51.70	1,245.00	64,366.50
Katherine Karnosh	2.10	935.00	1,963.50
Mike James Koch	6.10	735.00	4,483.50
Sarah R. Margolis	14.90	995.00	14,825.50
Brian Nakhaimousa	4.90	995.00	4,875.50
Christine A. Okike, P.C.	25.00	1,850.00	46,250.00
Isabella J. Paretti	1.40	735.00	1,029.00
Francis Petrie	50.00	1,295.00	64,750.00
Margaret Reiney	50.40	1,155.00	58,212.00
Jimmy Ryan	18.60	885.00	16,461.00
Steve Toth	67.80	1,615.00	109,497.00
Mason N. Zurek	8.20	995.00	8,159.00
TOTALS	343.40		\$ 427,254.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Trevor Eck	2.80	Review, revise sale non-disclosure agreements re counterparty comments (.8); draft issues lists re same (.4); prepare execution version re same (.6); correspond with B. Nakhaimousa, K&E team, Moelis re same (.3); review, revise non-disclosure agreement tracker re same (.3); compile, organize executed non-disclosure agreements re distribution to Company (.4).
02/01/23	Will Guthrie	1.40	Correspond with S. Toth re APA (.1); review first round process letter (.4); telephone conference with Moelis re customer platform sale (.3); teleconference with R. Jacobson and K&E team re case update (.1); review draft APA re mining assets (.5).
02/01/23	Katherine Karnosh	0.40	Draft purchase price allocation methodology.
02/01/23	Mike James Koch	1.30	Conference with M. Reiney, J. Ryan re notice re bidding considerations (.3); draft notice re same (.9); correspond with J. Ryan re same (.1).
02/01/23	Sarah R. Margolis	2.90	Correspond with T. Eck, M. Reiney re non-disclosure agreement comments (.3); review, analyze same, precedent re same (2.1); review, revise non-disclosure agreements re party comments (.2); telephone conference with counterparty re non-disclosure agreement terms (.3).
02/01/23	Brian Nakhaimousa	0.60	Conference with M. Reiney re sale process, next steps (.4); correspond with S. Golden re publication re bidding procedures notice (.2).
02/01/23	Isabella J. Paretti	0.20	Review agreement re non-disclosure (.1); correspond with T. Eck re same (.1).
02/01/23	Francis Petrie	1.80	Telephone conference with possible expert witness re testimony re sale process (.4); correspond with Walkers, Haynes and Boone re same (.2); telephone conference with Kroll re escrow (.2); telephone conference with Moelis re customer platform asset purchase agreement (.2); review and revise asset purchase agreement materials (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Margaret Reiney	3.90	Correspond with J. Ryan, K&E team re sale process (.5); review precedent re same (.7); correspond with F. Petrie, K&E team, Kroll re sale escrow account (.3); review materials re same (.5); correspond with F. Petrie, K&E team, Moelis, Haynes and Boone re asset purchase agreement (.5); review and revise non-disclosure agreements (.7); review and revise notice re bidding procedures (.7).
02/01/23	Jimmy Ryan	1.30	Conference with M. Reiney, K&E team re sale motion (.3); correspond with M. Reiney, K&E team re same (.2); review, revise notice re bidding procedures (.6); correspond with M. Koch re same (.2).
02/01/23	Steve Toth	1.90	Analyze, revise mining assets asset purchase agreement.
02/02/23	Trevor Eck	2.10	Review, revise non-disclosure agreements re counterparty comments (1.6); draft issues list re same (.3); review, revise non-disclosure agreement tracker re non-disclosure agreement process updates (.2).
02/02/23	Will Guthrie	3.80	Draft APA re joint venture interests (3.3); telephone conference with Moelis, S. Toth, K&E team re asset sales (.5).
02/02/23	Sarah R. Margolis	0.10	Review, analyze counterparty comments re non-disclosure agreement.
02/02/23	Brian Nakhaimousa	1.00	Conference with party in interest counterparty re non-disclosure agreement (.5); correspond with T. Eck re non-disclosure agreements (.5).
02/02/23	Isabella J. Paretti	0.40	Review non-disclosure agreement (.2); correspond with T. Eck, M. Koch re same (.2).
02/02/23	Francis Petrie	1.20	Telephone conference with Walkers, Haynes and Boone, potential expert witness re expert evidence for sale process in Bermuda proceeding (.4); telephone conference with Moelis re mining assets sale considerations (.5); review and revise materials re same (.3).
02/02/23	Margaret Reiney	1.50	Review and revise escrow agreement re mining assets sale considerations (.3); review, revise sale documentation (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/23	Steve Toth	0.90	Conference with Moelis, Haynes and Boone re loan auctions (.5); correspond with Moelis, Haynes and Boone, potential bidder re asset purchase agreements (.4).
02/03/23	Trevor Eck	2.90	Review, revise sale non-disclosure agreements re counterparty comments (1.2); draft issues lists re same (.7); correspond with Moelis re same, non-disclosure agreement process updates (.3); review revise non-disclosure agreement tracker re non-disclosure agreement process updates (.4); prepare execution versions re same (.3).
02/03/23	Julia R. Foster	0.30	Correspond with Cole Schotz re filing of affidavits re publication of bidding procedures notice.
02/03/23	Will Guthrie	2.80	Telephone conference with Moelis re APA re joint venture interests (.2); draft APA re same (2.6).
02/03/23	Sarah R. Margolis	0.20	Correspond with B. Nakhaimousa, T. Eck, non-disclosure agreement counterparty re non-disclosure agreement.
02/03/23	Christine A. Okike, P.C.	0.70	Correspond with Walkers re sales process considerations (.3); review bid procedures and institutional loan order re same (.4).
02/03/23	Francis Petrie	0.90	Conference with Berkeley Research Group, Moelis re intercompany treatment, sale process (.2); correspond with Walkers re sale expert testimony (.2); review sale process materials (.5).
02/03/23	Margaret Reiney	0.70	Correspond with S. Toth, K&E team re sale documentation.
02/03/23	Steve Toth	1.80	Revise asset purchase agreement and assignment/bill of sale (.3); correspond with bidder re same (.3); conference with bidder counsel re asset purchase agreement (.2); analyze joint venture asset purchase agreement (.4); analyze legal issues re asset purchase agreements (.3); correspond with M. Reiney, K&E team re same (.3).
02/04/23	Trevor Eck	0.90	Review, revise sale non-disclosure agreement re counterparty comments (.6); prepare execution version re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/04/23	Will Guthrie	3.90	Telephone conference with Moelis, S. Toth and K&E team re APAs (1.0); draft joint venture APA (2.6); analyze precedent APAs (.3).
02/04/23	Brian Nakhaimousa	0.20	Correspond with T. Eck re non-disclosure agreements.
02/04/23	Christine A. Okike, P.C.	1.00	Telephone conference with F. Petrie, K&E team, Company, Moelis, Haynes & Boone re sales process.
02/04/23	Francis Petrie	1.30	Telephone conference with C. Okike, K&E team, Moelis re mining asset purchase agreement (1.0); review APA re same (.3).
02/04/23	Margaret Reiney	2.10	Review mining asset sale documentation (1.1); correspond with F. Petrie, K&E team, Moelis re same (1.0).
02/04/23	Steve Toth	4.70	Conference with C. Okike, K&E team, Moelis, Haynes and Boone re asset purchase agreement and process (1.0); analyze, revise asset purchase agreement (2.0); analyze and revise asset purchase agreement (1.7).
02/05/23	Trevor Eck	1.20	Review, revise sale non-disclosure agreement re counterparty comments (.9); correspond with B. Nakhaimousa, K&E team re same (.3).
02/05/23	Will Guthrie	0.30	Correspond with S. Toth and K&E team re APAs.
02/05/23	Brian Nakhaimousa	1.00	Correspond with T. Eck re non-disclosure agreements (.2); review, comment on same (.8).
02/05/23	Christine A. Okike, P.C.	0.70	Review claims assets confidential information memorandum re sale disclosure.
02/05/23	Margaret Reiney	0.70	Review deal documents re mining asset sale.
02/05/23	Steve Toth	3.10	Analyze loan and joint venture asset purchase agreements (.9); revise loan asset purchase agreement (1.1); conference with bidder counsel re loan asset purchase agreement (.2); correspond with bidder re asset purchase agreement terms and purchaser financing (.6); correspond with W. Guthrie re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Trevor Eck	1.90	Review, revise non-disclosure agreements re counterparty comments (.7); review, revise issues lists for Company re same (.2); prepare execution versions re same (.6); correspond with M. Reiney, K&E team, Moelis re same (.4).
02/06/23	Will Guthrie	4.00	Telephone conference with Moelis re joint venture APA (.1); correspond with S. Toth and K&E team re APAs (.3); draft joint venture APA (3.6).
02/06/23	Mike James Koch	0.40	Review, revise notice re bidding procedures considerations (.3); correspond with J. Ryan, K&E team re same (.1).
02/06/23	Sarah R. Margolis	0.60	Review, revise non-disclosure agreements re counterparty comments (.5); correspond with T. Eck, K&E working group re same (.1).
02/06/23	Brian Nakhaimousa	0.70	Conference with non-disclosure agreement counterparty re non-disclosure agreement terms (.2); correspond with T. Eck re same (.5).
02/06/23	Christine A. Okike, P.C.	2.10	Review claims assets confidential information memorandum (.8); telephone conference with S. Toth, Moelis, Haynes and Boone re mining loan sale (.6); review mining bids (.1); review UCC objection to bid (.1); review affidavit re Bermuda bid procedures (.5).
02/06/23	Isabella J. Paretti	0.80	Review materials re same re privilege, confidentiality considerations.
02/06/23	Francis Petrie	2.30	Correspond with Moelis, C. Okike, K&E team re asset purchase agreement (.2); review notice re bidding procedures (1.1); correspond with Moelis re data site (.3); review affidavit re bidding procedures process (.6) correspond with Moelis re same (.1).
02/06/23	Margaret Reiney	3.80	Review, analyze sale documents (1.3); correspond with F. Petrie, K&E team, Moelis re same (.5); review, revise non-disclosure agreements (.8); correspond with F. Petrie, K&E team re same (.4); correspond with F. Petrie, K&E team, U.S. Trustee, Kroll re escrow account (.8).
02/06/23	Jimmy Ryan	0.20	Correspond with M. Koch, K&E team re notice re bidding procedures (.1); review, revise, comment on same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Steve Toth	1.40	Analyze and revise asset purchase agreement (.7); conference with Company, Moelis, Haynes and Boone, C. Okike, K&E team re bids (.5); correspond with Haynes and Boone, C. Okike, K&E team re asset purchase agreements (.2).
02/07/23	Trevor Eck	1.90	Review, revise non-disclosure agreement re counterparty comments (1.2); draft issues list re same (.3); review, revise non-disclosure agreement tracker re process updates (.2); correspond with S. Margolis, K&E team, Moelis re same (.2).
02/07/23	Will Guthrie	1.30	Draft joint venture interest APA.
02/07/23	Mike James Koch	0.50	Attend telephone conference with F. Petrie, K&E team, Moelis, confidential third parties re sale considerations.
02/07/23	Sarah R. Margolis	2.60	Correspond with B. Nakhaimousa, K&E team re counterparty comments re non-disclosure agreement (.3); review, analyze non-disclosure agreements re party comments (2.3).
02/07/23	Brian Nakhaimousa	0.60	Conference with S. Margolis, J. Ryan, non-disclosure agreement counterparty re non-disclosure agreement (.3); review, comment on same (.3).
02/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, potential settlement counterparty, Moelis, Haynes & Boone, F. Petrie, K&E team re potential assignment transaction.
02/07/23	Francis Petrie	0.60	Review and revise motion re self-mining assets sale.
02/07/23	Francis Petrie	0.70	Conference with S. Margolis, K&E team re non-disclosure agreements (.4); review and revise same (.3).
02/07/23	Margaret Reiney	0.50	Review, revise sale materials.
02/07/23	Jimmy Ryan	0.70	Conference with S. Margolis re non-disclosure agreements (.4); telephone conference with S. Margolis, B. Nakhaimousa, and confidential counterparty re same (.2); correspond with S. Margolis re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/23	Steve Toth	1.90	Analyze and revise joint venture asset purchase agreement (1.1); conference with Moelis, Company, bidder, bidder counsel, Haynes and Boone, C. Okike, K&E team re loan bidder process (.4); revise joint venture asset purchase agreement (.4).
02/08/23	Trevor Eck	1.70	Review revise, non-disclosure agreements re counterparty comments (1.2); correspond with S. Margolis, K&E team re same (.3); compile executed non-disclosure agreement materials re Company records (.2).
02/08/23	Will Guthrie	1.50	Draft joint venture APA (1.3); draft general mining APA (.2).
02/08/23	Sarah R. Margolis	1.40	Correspond with T. Eck, K&E team re non-disclosure agreement, counterparty comments (.3); review, analyze non-disclosure agreements re counterparty comments (1.1).
02/08/23	Sarah R. Margolis	0.20	Correspond with counterparty, T. Eck re non-disclosure agreement comments.
02/08/23	Brian Nakhaimousa	0.70	Review, revise non-disclosure agreements (.3); correspond with S. Margolis, T. Eck re same (.2); correspond with non-disclosure agreement counterparty re same (.2).
02/08/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, Berkeley Research Group, Moelis, F. Petrie, K&E team re coin analysis (.5); review bidding procedures pleadings re international considerations (.5).
02/08/23	Francis Petrie	0.40	Telephone conference with Moelis, M. Slade, K&E team re sale process (.2); correspond with same re revised sale affidavit (.2).
02/08/23	Margaret Reiney	1.30	Review and revise non-disclosure agreements (.9); correspond with S. Margolis, K&E team, Company re same (.4).
02/08/23	Jimmy Ryan	0.70	Correspond with S. Margolis, K&E team re non-disclosure agreements (.3); correspond with F. Petrie, K&E team re consumer privacy ombudsman (.2); draft summary re same (.2).
02/09/23	Trevor Eck	0.90	Review, revise non-disclosure agreements re counterparty comments (.7); review, revise non-disclosure agreement tracker re non-disclosure agreement process updates (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/09/23	Will Guthrie	0.30	Draft customer platform APA.
02/09/23	Sarah R. Margolis	0.50	Review, revise non-disclosure agreements re counterparty comments (.4); correspond with T. Eck, K&E team re same (.1).
02/09/23	Christine A. Okike, P.C.	0.50	Telephone conference with Joint Provisional Liquidators, Walkers, Haynes & Boone and F. Petrie, K&E team re sales process.
02/09/23	Margaret Reiney	0.60	Correspond with J. Ryan, K&E team, U.S. Trustee re consumer privacy ombudsman language in bidding procedures order (.3); prepare for same (.3).
02/10/23	Trevor Eck	2.10	Review, revise non-disclosure agreements re counterparty comments (.8); correspond with S. Margolis, counterparty re same (.2); draft issues list re same (.3); review, revise non-disclosure agreement tracker (.5); correspond with M. Reiney, Moelis re same (.3).
02/10/23	Will Guthrie	2.00	Review, revise customer platform APA.
02/10/23	Sarah R. Margolis	1.10	Review, revise non-disclosure agreements re counterparty comments (.6); analyze same re same (.4); correspond with T. Eck, K&E team re same (.1).
02/10/23	Sarah R. Margolis	0.30	Correspond with NDA counterparties re non-disclosure agreement (.1); review, analyze comments re same (.2).
02/10/23	Christine A. Okike, P.C.	2.00	Correspond with Venable, Moelis, Haynes & Boone re mining loan sale (.4); review mining loan agreements (.6); review hedging presentation (1.0).
02/10/23	Margaret Reiney	1.10	Review, revise non-disclosure agreements (.8); correspond with S. Margolis, K&E team, Company re same (.3).
02/12/23	Trevor Eck	0.30	Review, revise non-disclosure agreement re counterparty comments.
02/13/23	Trevor Eck	0.50	Review, revise non-disclosure agreements re counterparty comments.
02/13/23	Sarah R. Margolis	0.50	Review, revise non-disclosure agreements re counterparty comments (.3); correspond with T. Eck, K&E team re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/23	Christine A. Okike, P.C.	1.00	Telephone conference with Venable, Haynes and Boone re loan settlement (.3); correspond with Company, Moelis, Haynes & Boone re same (.1); telephone conference with Moelis, Haynes & Boone, F. Petrie re mining loan (.5); correspond with Company re same (.1).
02/13/23	Francis Petrie	1.20	Telephone conference with C. Okike, Moelis re treatment of institutional loans (.5); analyze research re considerations re same (.3); correspond with potential bidders re sale, bidding process (.4).
02/13/23	Margaret Reiney	0.90	Review, revise non-disclosure agreements (.7); correspond with S. Margolis, K&E team re same (.2).
02/13/23	Jimmy Ryan	0.20	Review, revise non-disclosure agreement (.1); correspond with S. Margolis, K&E team, and confidential counterparty re same (.1).
02/13/23	Mason N. Zurek	2.80	Review, analyze case law re loan agreements for APA (1.9); draft and revise memorandum re same (.9).
02/14/23	Trevor Eck	0.60	Review, revise non-disclosure agreement re counterparty comments.
02/14/23	Will Guthrie	1.40	Review, revise customer platform APA.
02/14/23	Sarah R. Margolis	0.70	Review, revise non-disclosure agreements re counterparty comments (.5); correspond with T. Eck, K&E team re same (.2).
02/14/23	Francis Petrie	0.50	Telephone conference with Berkeley Research Group re coin balances.
02/14/23	Mason N. Zurek	0.10	Review, revise non-disclosure agreements.
02/15/23	Trevor Eck	6.20	Review, revise non-disclosure agreements re counterparty comments (3.6); draft issues lists re same (.9); correspond with M. Reiney, K&E team, Moelis re same (.4); research re non-disclosure agreement issue (.4); review, revise non-disclosure agreement summary (.3); review, analyze joint venture materials re sale considerations (.6).
02/15/23	Sarah R. Margolis	1.60	Review, revise non-disclosure agreement re counterparty comments (.3); correspond with T. Eck, K&E team re same (.3); review, analyze non-disclosure agreements, issues list re counterparty comments (1.0).

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/15/23	Christine A. Okike, P.C.	0.30	Telephone conference with Brown Rudnick, Moelis, Haynes and Boone, F. Petrie re sale process.
02/15/23	Francis Petrie	2.70	Telephone conference with C. Okike, Haynes and Boone, Brown Rudnick, Moelis re sale process (.3); telephone conference with Moelis re sale process (.5); review correspondence re sale process (1.2); correspond with C. Okike, K&E team re same (.7).
02/15/23	Margaret Reiney	0.70	Review, revise non-disclosure agreements (.3); correspond with T. Eck, K&E team re same (.4).
02/16/23	Trevor Eck	4.30	Review, analyze joint venture materials re sale considerations (2.4); draft summary re same (1.9).
02/16/23	Will Guthrie	3.70	Telephone conference with Moelis re APAs (.1); review, revise customer platform APA (2.8); review and analyze APA precedent (.8).
02/16/23	Christine A. Okike, P.C.	0.80	Telephone conference with F. Petrie, Moelis re platform sale (.3); review pleadings re sale process (.3); correspond with Moelis re same (.2).
02/16/23	Francis Petrie	0.70	Conference with C. Okike, Moelis re sale process (.3); correspond with Moelis re bidding procedures and auction logistics (.4).
02/16/23	Steve Toth	2.50	Analyze and revise platform asset purchase agreement draft.
02/17/23	Trevor Eck	1.20	Review, analyze non-disclosure agreements re counterparty comments (.6); review, revise joint venture agreement analysis re sale considerations (.6).
02/17/23	Will Guthrie	0.10	Correspond with S. Toth and K&E team re customer platform APA.
02/17/23	Sarah R. Margolis	0.60	Correspond with non-disclosure agreement counterparty re NDAs (.1); review, analyze non-disclosure agreements re counterparty comments (.5).
02/17/23	Christine A. Okike, P.C.	0.60	Telephone conference with Venable re bid considerations (.1); correspond with Company, Haynes and Boone, Moelis re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/17/23	Margaret Reiney	1.20	Review, revise nondisclosure agreements (.8); review sale documents re same (4).
02/17/23	Steve Toth	0.90	Review, analyze, revise asset purchase agreement.
02/17/23	Mason N. Zurek	1.40	Correspond with T. Eck re sale considerations (.2); review, revise research re same (1.2).
02/20/23	Will Guthrie	2.20	Review, revise customer platform APA.
02/20/23	Francis Petrie	0.70	Review customer platform bids (.4); correspond with M. Reiney, K&E team re same (.3).
02/20/23	Margaret Reiney	1.70	Correspond with F. Petrie, K&E team, Moelis re sale process (.4); review documentation re same (1.3).
02/20/23	Steve Toth	1.70	Analyze bids for mining assets.
02/21/23	Trevor Eck	1.70	Review, revise non-disclosure agreements re counterparty comments (.5); review, revise memorandum re joint venture sale issues (1.2).
02/21/23	Will Guthrie	4.30	Telephone conference with S. Toth, K&E team and Moelis re asset sale process and strategy (1.1); review, revise customer platform APA (3.2).
02/21/23	Brian Nakhaimousa	0.10	Correspond with Moelis re non-disclosure agreement.
02/21/23	Christine A. Okike, P.C.	1.10	Telephone conference with Company, Moelis, Haynes and Boone, S. Toth re mining asset sale considerations.
02/21/23	Margaret Reiney	0.80	Correspond with Company, Moelis re sale process.
02/21/23	Steve Toth	2.40	Conference with C. Okike, Moelis, Haynes and Boone, Company re mining bids (1.1); analyze new mining bids (1.3).
02/21/23	Mason N. Zurek	1.90	Correspond with T. Eck re sale considerations (.7); review and revise memorandum re same (1.2).
02/22/23	Trevor Eck	1.30	Review, revise non-disclosure agreement re counterparty comments (.3); review, revise memorandum re joint venture sale issues (.3); correspond with M. Zurek re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Will Guthrie	5.50	Telephone conferences with Moelis and K&E team re APAs (1.2); review bidder markups to APAs and draft summary chart (3.4); correspond with S. Toth and K&E team re APAs (.9).
02/22/23	Mike James Koch	0.50	Draft notice of auction re mining assets.
02/22/23	Christine A. Okike, P.C.	1.80	Telephone conference with F. Petrie, S. Toth Company, Moelis, Haynes and Boone re mining sale (.9); telephone conference with F. Petrie Moelis, Hayes and Boone re mining bids (.6); review bid procedures (.3).
02/22/23	Francis Petrie	3.30	Telephone conference with Walkers re sale process (.5); correspond with Moelis, C. Okike re mining auction, sale status (.6); telephone conference with C. Okike, S. Toth, Moelis, Haynes and Boone, Company re same (.9); telephone conference with C. Okike, Haynes and Boone, Moelis re platform and status of bids (.6); review materials re bidding process (.7).
02/22/23	Margaret Reiney	4.00	Correspond with F. Petrie, K&E team, Moelis, Haynes and Boone re auction, sale (.6); review, revise pleading re same (1.5); research re employee issues re sale process (.9); review, revise notice of auction (.7); research re same (.3).
02/22/23	Jimmy Ryan	6.40	Draft sale motion (3.9); research re same (1.4); review, analyze precedent re same (1.1).
02/22/23	Steve Toth	7.00	Analyze mining asset bids (.7); conference with F. Petrie, K&E team Moelis, Company, Haynes and Boone re mining asset bids (1.0); analyze mining bids and asset purchase agreements (1.6); conference with W. Guthrie re bids and issues list (.2); analyze asset purchase agreements and issues list (.4); conference with C. Okike, Haynes and Boone, Moelis, Company re potential stalking horse bid (.5) conference with W. Guthrie re issues list and bids (.4); revise potential stalking horse asset purchase agreement (2.2).
02/22/23	Mason N. Zurek	0.70	Correspond with T. Eck, F. Petrie, M. Reiney re sale considerations (.2); review and revise memorandum re same (.5).

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077633

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Steven M. Cantor	1.70	Review asset purchase agreement.
02/23/23	Trevor Eck	1.80	Review, revise memorandum re joint venture sale issues.
02/23/23	Will Guthrie	1.10	Telephone conference with S. Toth and K&E team re APAs (.2); correspond with S. Toth and K&E team re customer platform APA (.7); telephone conference with Moelis re customer platform APA (.2).
02/23/23	Mike James Koch	0.70	Review, revise auction script re mining asset auction.
02/23/23	Francis Petrie	1.40	Correspond with M. Reiney, K&E team re auction logistics (.7); review sale order re same (.7).
02/23/23	Margaret Reiney	4.50	Review, revise sale order, motion (2.1); review and revise auction script (1.2); correspond with F. Petrie, K&E team re same (.7); review, revise notice of auction (.5).
02/23/23	Jimmy Ryan	4.50	Correspond with M. Reiney re sale motion, sale order and declaration in support thereof (.7); draft sale order (2.5); research re same (.9); review, analyze precedent re same (.4).
02/23/23	Steve Toth	4.10	Analyze mining bids (.6); analyze and revise bidder asset purchase agreements (1.2); analyze loan bidder asset purchase agreement (.3); revise issues list for mining asset purchase agreements (2.0).
02/23/23	Mason N. Zurek	0.20	Correspond with T. Eck re memorandum re sale considerations.
02/24/23	Trevor Eck	1.10	Review, revise non-disclosure agreement re counterparty comments (.8); draft issues list re same (.3).
02/24/23	Will Guthrie	3.50	Telephone conferences with S. Toth, K&E team and Moelis re APAs and auctions (1.2); review, revise customer platform APA (1.2); revise bidder APAs (1.1).
02/24/23	Katherine Karnosh	1.70	Review, revise mark-up of asset purchase agreements for joint venture and certain mining assets.
02/24/23	Sarah R. Margolis	0.40	Review, revise non-disclosure agreement re counterparty comments.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Christine A. Okike, P.C.	1.00	Telephone conference with Brown Rudnick, Moelis re mining sale (.1); correspond with Moelis, F. Petrie re mining auction (.6); review bid procedures (.3).
02/24/23	Francis Petrie	5.60	Review notice of auction (.2); correspond with Cole Schotz re filing of same (.1); correspond with M. Reiney, K&E team re sale order (.2); review, revise same (1.1); review letters of intent re customer platform assets (.9); office conference with M. Reiney, K&E team re same (.5); correspond with M. Reiney, K&E team, Moelis re sale process and asset purchase agreements (1.2); correspond with M. Reiney, Moelis re auction logistics and bidding procedures requirements (1.4).
02/24/23	Francis Petrie	0.40	Telephone conference with counsel to retail loan ad hoc group (.3); correspond with C. Okike, K&E team re same (.1).
02/24/23	Margaret Reiney	4.80	Review, revise sale order, motion (1.1); correspond with F. Petrie, K&E team, Moelis re auction logistics (.8); review, revise auction notice re filing (1.2); correspond with F, Petrie, K&E team re same (.5); prepare materials for auction (1.2).
02/24/23	Jimmy Ryan	1.10	Correspond with M. Reiney, M. Koch re sale of mining assets (.6); correspond with Duane Morris re same (.2); review, revise sale order re same (.3).
02/24/23	Steve Toth	8.30	Correspond with C. Okike, Moelis re platform asset purchase agreement (.3); correspond with C. Okike, Moelis re mining sale process (.6); analyze bidder asset purchase agreements (2.9); correspond with bidders re same (.3); conference with C. Okike, Moelis, Haynes and Boone re bids (.8); analyze and revise bidder asset purchase agreement (.4); revise bidder asset purchase agreement (.7); update attorney notes re bids (.4); revise bidder asset purchase agreements (1.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/23	Francis Petrie	4.20	Correspond with S. Toth, K&E team re asset purchase agreement finalization (2.0); correspond with M. Reiney re auction and logistics (.4); correspond with Moelis re sale items and process (1.5); review memorandum re sale considerations research (.3).
02/25/23	Margaret Reiney	1.20	Correspond with F. Petrie, K&E team, Moelis re auction logistics (.5); review materials re same (.7).
02/25/23	Jimmy Ryan	0.90	Review, revise sale order.
02/25/23	Steve Toth	2.90	Analyze and revise bidder asset purchase agreement.
02/26/23	Trevor Eck	0.80	Review, revise memorandum re joint venture sale, other sale issues.
02/26/23	Will Guthrie	1.20	Telephone conference with Moelis and S. Toth and K&E team re auctions (.5); review, revise customer platform APA (.7).
02/26/23	Francis Petrie	3.70	Telephone conference with bidder re sale process (.5); correspond with S. Toth, K&E team re asset purchase agreement finalization (2.0); correspond with M. Reiney re auction and logistics (.4); correspond with M. Reiney, K&E team re sale items and process (.5); review materials re assignability research (.3).
02/26/23	Margaret Reiney	1.90	Review materials re auction (1.3); correspond with F. Petrie, K&E team, Moelis re same (.6).
02/26/23	Steve Toth	2.80	Correspond with bidder re bid update (.2); correspond with bidder re bid issues (.2); conference with bidder, bidder counsel, Moelis, Haynes and Boone re bidder terms (.6); conference with Moelis re bid considerations (.2); analyze, revise bidder asset purchase agreement (1.1); analyze platform bids (.5).
02/26/23	Mason N. Zurek	1.00	Review and revise memorandum re sale considerations (.8); correspond with T. Eck, M. Reiney re same (.2).
02/27/23	Steven M. Cantor	0.20	Review asset purchase agreement.
02/27/23	Trevor Eck	1.90	Review, revise non-disclosure agreement re counterparty comments (.6); draft issues list re same (.8); review, revise memorandum re joint venture sale issues (.5).

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077633

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Will Guthrie	6.50	Telephone conference with S. Toth, K&E team and Moelis re APAs and auction process (1.1); review, revise customer platform APA (3.9); review and analyze precedent APAs (1.5).
02/27/23	Mike James Koch	2.70	Draft memorandum re bidding timeline (.9); draft pleading re bidding, auction considerations (1.0); draft declaration re mining asset sale considerations (.8).
02/27/23	Sarah R. Margolis	0.80	Review, revise non-disclosure agreement re counterparty comments (.7); correspond with T. Eck re same (.1).
02/27/23	Christine A. Okike, P.C.	1.60	Telephone conference with F. Petrie, Moelis, Haynes and Boone re auction (1.4); telephone conference with Moelis, Haynes and Boone re loan considerations (.2).
02/27/23	Francis Petrie	6.50	Telephone conference with C. Okike, Moelis, Haynes and Boone re auction logistics (1.4); review, analyze considerations re same (1.4); telephone conference with bidders re mining asset purchase agreement discussion (.5); telephone conference with W. Pruitt, S. Toth re insurance considerations (.2); review, analyze considerations re same (1.2); telephone conferences S. Toth, K&E team re finalizing mining bids (.8); prepare for same (.6); correspond with same re same (.4).
02/27/23	Margaret Reiney	5.00	Review auction materials (1.7); correspond with F. Petrie, K&E team, Moelis re same (1.1); prepare sale timelines (.8); correspond with F. Petrie, K&E team re same (.4); review, revise non-disclosure agreements (.7); correspond with Company, F. Petrie, K&E team re same (.3).
02/27/23	Jimmy Ryan	0.20	Correspond with M. Koch, K&E team re sale motion and declaration in support thereof.
02/27/23	Steve Toth	8.10	Analyze platform bids (.9); conference with W. Guthrie re asset purchase agreements (.2); analyze mining asset purchase agreements (.2); conference with Moelis, Haynes and Boone re same (.5); revise bidder asset purchase agreement (1.7); conference with Moelis, Haynes and Boone re bids (.8); revise bidder asset purchase agreements (3.8).

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077633

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Mason N. Zurek	0.10	Correspond with T. Eck, M. Reiney re sale considerations memorandum.
02/28/23	Will Guthrie	0.90	Redact APA re distribution.
02/28/23	Sarah R. Margolis	0.40	Review, revise non-disclosure agreement re counterparty comments (.2); correspond with T. Eck re same (.1); correspond with counterparty re same (.1).
02/28/23	Christine A. Okike, P.C.	8.30	Attend mining auction (3.9); correspond with UCC, Moelis, S. Toth, K&E team re same (3.9); prepare for same (.5).
02/28/23	Francis Petrie	9.90	Attend mining sale auction (3.9); office conferences with S. Toth, bidders re same (3.9); review sale motion and order (2.1).
02/28/23	Margaret Reiney	7.50	Attend mining asset auction (3.5); prepare materials for same (1.0); review and revise sale motion, order (2.2); correspond with Moelis, K&E team re same (.8).
02/28/23	Jimmy Ryan	2.40	Correspond with M. Reiney, K&E team re mining sale motion (.3); review, revise same (2.1).
02/28/23	Steve Toth	0.90	Review, analyze platform asset purchase agreement.
02/28/23	Steve Toth	10.50	Revise bidder asset purchase agreement (3.0); participate in mining assets auction (3.9); conference with F. Petrie, bidders re same (2.6); revise bidder asset purchase agreements (1.0).
Total		343.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077635
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 8,144.00

Total legal services rendered

\$ 8,144.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.50	735.00	367.50
Trevor Eck	4.80	735.00	3,528.00
Christine A. Okike, P.C.	0.10	1,850.00	185.00
Isabella J. Paretti	2.50	735.00	1,837.50
Michael B. Slade	1.20	1,855.00	2,226.00
TOTALS	9.10		\$ 8,144.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Michael B. Slade	1.20	Review board minutes re privilege.
02/08/23	Christine A. Okike, P.C.	0.10	Telephone conference with Company re client loan.
02/13/23	Trevor Eck	4.80	Research re corporate entities issue (3.1); draft summary re same (1.7).
02/16/23	Isabella J. Paretti	0.40	Review organizational charts re corporate structure.
02/20/23	Ziv Ben-Shahar	0.50	Prepare board communications re hearing agenda.
02/21/23	Isabella J. Paretti	0.70	Draft summary for board re February omnibus hearing.
02/23/23	Isabella J. Paretti	0.60	Draft board update re weekly case status.
02/24/23	Isabella J. Paretti	0.80	Revise board materials re recent hearings (.4); draft summary for Company re same (.4).
Total		9.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077637
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 12,098.50

Total legal services rendered

\$ 12,098.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David Hackel	3.20	735.00	2,352.00
Mike James Koch	0.70	735.00	514.50
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Francis Petrie	5.80	1,295.00	7,511.00
Mason N. Zurek	0.80	995.00	796.00
TOTALS	11.00		\$ 12,098.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Francis Petrie	1.00	Correspond with Company re KERP information (.5); revise Company form re same (.5).
02/02/23	Francis Petrie	0.20	Review wages order re reimbursement payments.
02/08/23	Francis Petrie	0.40	Review updates re employee departures (.2); correspond with Company re same (.2).
02/09/23	Francis Petrie	0.20	Telephone conference with Company re employee issues.
02/13/23	Francis Petrie	0.20	Correspond with Company re KERP employee issue.
02/14/23	Francis Petrie	0.30	Telephone conference with Company re employee issues (.2); telephone conference with K. Vera re employee issues (.1).
02/16/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street, F. Petrie, K&E teams re employee matters.
02/16/23	Francis Petrie	0.50	Telephone conference with Company, C. Street, C. Okike re employee issues.
02/21/23	David Hackel	2.90	Research re KERP (2.8); correspond with M. Zurek re same (.1).
02/21/23	Francis Petrie	0.50	Telephone conference with K. Vera, Company re employee issues.
02/21/23	Mason N. Zurek	0.30	Correspond with D. Hackel, S. Margolis, K&E team re KERP issue (.1); analyze memorandum re same (.2).
02/22/23	David Hackel	0.30	Analyze issues re KERP and compensation (.2); correspond with M. Zurek, K&E team re same (.1).
02/22/23	Mike James Koch	0.70	Draft memorandum re WARN Act considerations.
02/22/23	Mason N. Zurek	0.50	Correspond with D. Hackel, F. Petrie re KERP issue (.1); revise memorandum re same (.4).
02/23/23	Francis Petrie	0.40	Telephone conference with M. Crowell re employee issues (.1); correspond with C. Okike, M. Slade re same (.3).

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077637

BlockFi Inc.

Matter Number:

54119-13

Employee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Francis Petrie	0.60	Telephone conference with E. Podaras, W. Benter re WARN status (.3); review headcount analysis re same (.3).
02/28/23	Francis Petrie	1.50	Attend all hands telephone conference with Company (.5); prepare for same (.5); telephone conference with M. Crowell, K. Vera re employee issues (.5).
Total		11.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077639

Client Matter: 54119-14

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 16,708.00

Total legal services rendered

\$ 16,708.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	12.30	735.00	9,040.50
Susan D. Golden	0.50	1,475.00	737.50
Rob Jacobson	6.00	1,155.00	6,930.00
TOTALS	18.80		\$ 16,708.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/19/23	Trevor Eck	2.30	Research re contract rejection deadline.
02/20/23	Trevor Eck	0.80	Research re deadline to assume or reject unexpired leases.
02/23/23	Trevor Eck	2.00	Research precedent re extension to assume or reject leases.
02/24/23	Trevor Eck	0.90	Review, analyze precedent re contract rejection issues (.4); correspond with S. Golden, R. Jacobson re same (.5).
02/24/23	Susan D. Golden	0.50	Correspond with T. Eck re motion to extend time to assume or reject leases (.1); review precedent (.4).
02/24/23	Rob Jacobson	2.80	Research contract rejection precedent (1.2); review, analyze issues re same (.7); correspond with T. Eck, S. Golden re same (.5); correspond with Haynes and Boone re same (.4).
02/27/23	Trevor Eck	1.30	Revise motion re extending period to assume or reject unexpired leases.
02/28/23	Trevor Eck	5.00	Revise assumption or rejection of leases extension motion (2.5); research precedent re same (1.7); analyze same (.8).
02/28/23	Rob Jacobson	3.20	Review, comment on lease rejection deadline extension motion (2.5); review, comment on bridge order (.7).
Total		18.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077642
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 4,763.00

Total legal services rendered

\$ 4,763.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.40	1,155.00	462.00
Brian Nakhaimousa	0.30	995.00	298.50
Christine A. Okike, P.C.	1.00	1,850.00	1,850.00
Francis Petrie	0.50	1,295.00	647.50
Margaret Reiney	0.50	1,155.00	577.50
Michael B. Slade	0.50	1,855.00	927.50
TOTALS	3.20		\$ 4,763.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/23	Rob Jacobson	0.40	Attend status conference re wallet withdrawal motion.
02/21/23	Brian Nakhaimousa	0.30	Telephone conference re wallet status.
02/21/23	Christine A. Okike, P.C.	1.00	Attend status conference hearing (.4); prepare for same (.6).
02/21/23	Francis Petrie	0.50	Telephone conference re wallet status (.4); review, analyze issues re same (.1).
02/21/23	Margaret Reiney	0.50	Attend hearing (.4); prepare for same (.1).
02/21/23	Michael B. Slade	0.50	Attend status conference re wallet withdrawal motion.
Total		3.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077644
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 323.00

Total legal services rendered

\$ 323.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steve Toth	0.20	1,615.00	323.00
TOTALS	0.20		\$ 323.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Steve Toth	0.20	Conference with W. Pruitt, F. Petrie re directors' and officers' insurance.
Total		0.20	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077647
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 67,227.50

Total legal services rendered

\$ 67,227.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	15.80	735.00	11,613.00
Trevor Eck	19.30	735.00	14,185.50
David Hackel	10.40	735.00	7,644.00
Rob Jacobson	9.10	1,155.00	10,510.50
Sarah R. Margolis	3.60	995.00	3,582.00
Brian Nakhaimousa	2.70	995.00	2,686.50
Christine A. Okike, P.C.	3.90	1,850.00	7,215.00
Isabella J. Paretti	0.60	735.00	441.00
Francis Petrie	0.50	1,295.00	647.50
Margaret Reiney	3.00	1,155.00	3,465.00
Michael B. Slade	0.90	1,855.00	1,669.50
Luke Spangler	2.10	325.00	682.50
Mason N. Zurek	2.90	995.00	2,885.50
TOTALS	74.80		\$ 67,227.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Christine A. Okike, P.C.	0.70	Review intercompany claims presentation materials.
02/03/23	Trevor Eck	0.70	Revise disclosure statement re case updates.
02/03/23	Christine A. Okike, P.C.	1.00	Correspond with Moelis and BRG teams re recovery analysis (.3); telephone conference with M. Renzi re same (.2); analyze case strategy (.3); telephone conference with J. Mayers re same (.2).
02/05/23	Trevor Eck	0.20	Correspond with R. Jacobson re confirmation case dates and deadlines.
02/06/23	Francis Petrie	0.50	Review confirmation timeline materials.
02/07/23	Ziv Ben-Shahar	3.60	Review, revise exclusivity motion (3.4); correspond with M. Zurek re same (.2).
02/07/23	Rob Jacobson	1.50	Review, comment on exclusivity motion (1.2); analyze related matters (.3).
02/07/23	Mason N. Zurek	0.90	Correspond with Z. Ben-Shahar, R. Jacobson re exclusivity motion (.2); review and revise same (.7).
02/09/23	Rob Jacobson	4.10	Review, comment on exclusivity motion (2.9); correspond with M. Zurek, K&E team re same (.6); analyze precedent re same (.6).
02/09/23	Mason N. Zurek	0.40	Review, analyze exclusivity extension motion (.2); correspond with R. Jacobson, Z. Ben-Shahar re same (.2).
02/10/23	Trevor Eck	2.30	Revise disclosure statement re case updates.
02/13/23	Christine A. Okike, P.C.	0.40	Review waterfall analysis.
02/13/23	Christine A. Okike, P.C.	0.30	Research re claim treatment re plan.
02/14/23	Christine A. Okike, P.C.	1.30	Review waterfall analysis (.3); telephone conference with Company, BRG, Haynes and Boone, F. Petrie, K&E teams re same (1.0).
02/14/23	Michael B. Slade	0.90	Telephone conference with BRG, Company and C. Okike re waterfall issues.
02/15/23	Ziv Ben-Shahar	0.10	Correspond with M. Zurek re plan exclusivity motion.
02/15/23	Mason N. Zurek	0.10	Correspond with Z. Ben-Shahar re exclusivity motion.
02/16/23	Ziv Ben-Shahar	0.40	Review exclusivity motion (.3); correspond with M. Zurek re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/16/23	Mason N. Zurek	0.30	Review comments to exclusivity motion (.2); correspond with Z. Ben-Shahar re same (.1).
02/17/23	Margaret Reiney	1.70	Revise exclusivity motion.
02/19/23	David Hackel	1.90	Research re plan classification.
02/19/23	Mason N. Zurek	0.10	Correspond with Z. Ben-Shahar, M. Reiney, F. Petrie re exclusivity.
02/20/23	Ziv Ben-Shahar	0.80	Review, analyze matters re plan exclusivity.
02/20/23	David Hackel	1.50	Research re plan classification matters.
02/20/23	Margaret Reiney	0.80	Research re exclusivity motion.
02/20/23	Mason N. Zurek	0.70	Research and analyze legal issues re exclusivity bridge order.
02/21/23	Ziv Ben-Shahar	0.60	Correspond with B. Nakhaimousa re disclosure statement motion (.4); research re same (.2).
02/21/23	Ziv Ben-Shahar	0.70	Draft proposed order re exclusivity motion.
02/21/23	Ziv Ben-Shahar	0.50	Research key dates, statutory timelines re same (.3); correspond with T. Eck re same (.2).
02/21/23	Trevor Eck	2.20	Research re key case dates and deadlines (1.3); correspond with Z. Ben-Shahar re same (.2); review, revise summary re same (.7).
02/21/23	Sarah R. Margolis	0.20	Correspond with D. Hackel, T. Eck re disclosure statement transcripts (.1); review, analyze disclosure statement (.1).
02/21/23	Brian Nakhaimousa	0.40	Correspond with Z. Ben-Shahar re precedent re disclosure statement motion exhibits.
02/21/23	Isabella J. Parette	0.60	Research re plan supplement.
02/21/23	Margaret Reiney	0.50	Review precedent re exclusivity.
02/22/23	Ziv Ben-Shahar	2.00	Draft proposed order re exclusivity motion.
02/22/23	Ziv Ben-Shahar	1.40	Research re disclosure statement motion exhibits.
02/22/23	Trevor Eck	2.90	Research re confirmation, solicitation dates and deadlines (2.2); review, revise tracker re same (.7).
02/22/23	David Hackel	2.30	Correspond with L. Spangler, K&E team re disclosure statement research (.1); analyze documents re same (2.2).
02/22/23	Brian Nakhaimousa	0.20	Correspond with Z. Ben-Shahar re disclosure statement motion precedent.
02/22/23	Brian Nakhaimousa	0.70	Correspond with F. Petrie re case timeline.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Luke Spangler	1.50	Research precedent re disclosure statement hearings.
02/23/23	Ziv Ben-Shahar	1.80	Revise proposed bridge order re exclusivity (1.5); correspond with M. Zurek re same (.3).
02/23/23	Trevor Eck	1.70	Research re key case dates and deadlines (1.2); review, revise tracker re same (.5).
02/23/23	David Hackel	4.10	Correspond with S. Margolis, K&E team re disclosure statement research (.2); review, analyze precedent, case law re same (3.9).
02/23/23	Sarah R. Margolis	0.50	Revise disclosure statement.
02/23/23	Brian Nakhaimousa	0.70	Review, comment on disclosure statement motion.
02/23/23	Mason N. Zurek	0.40	Correspond with Z. Ben-Shahar, M. Reiney re exclusivity (.3); revise motion re same (.1).
02/24/23	David Hackel	0.20	Correspond with T. Eck re disclosure statement research (.1); analyze same (.1).
02/24/23	Rob Jacobson	3.50	Review, revise confirmation timeline, statutory deadline materials.
02/25/23	Trevor Eck	6.50	Analyze transcripts re disclosure statement matters (3.7); draft memorandum re same (2.8).
02/26/23	Trevor Eck	0.40	Research precedent re disclosure statement issues.
02/26/23	Trevor Eck	1.40	Draft key dates and deadlines summary.
02/26/23	Trevor Eck	0.30	Revise key dates and deadlines summary (.2); correspond with Haynes and Boone, Cole Schotz, F. Petrie, K&E team re upcoming key dates and deadlines (.1).
02/26/23	Sarah R. Margolis	1.00	Revise disclosure statement (.8); analyze precedent transcripts re same (.2).
02/27/23	David Hackel	0.40	Review, analyze waterfall analysis and related deck materials.
02/27/23	Sarah R. Margolis	0.80	Revise disclose statement.
02/27/23	Brian Nakhaimousa	0.70	Revise disclosure statement motion exhibits (.6); correspond with Z. Ben-Shahar re same (.1).
02/27/23	Christine A. Okike, P.C.	0.20	Review recovery analysis.
02/27/23	Luke Spangler	0.60	Research precedent re disclosure statements and disclosure statement orders.

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077647

BlockFi Inc.

Matter Number:

54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/23	Ziv Ben-Shahar	3.90	Revise disclosure statement motion (2.4); revise disclosure statement exhibits (.5); research re same (1.0).
02/28/23	Trevor Eck	0.70	Research re upcoming key dates and deadlines (.4); review, revise materials re same (.3).
02/28/23	Sarah R. Margolis	1.10	Revise disclosure statement.
Total		74.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077649
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 7,871.50

Total legal services rendered

\$ 7,871.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	2.80	1,850.00	5,180.00
Isabella J. Paretti	1.90	735.00	1,396.50
Francis Petrie	1.00	1,295.00	1,295.00
TOTALS	5.70		\$ 7,871.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/23	Christine A. Okike, P.C.	1.20	Correspond with Walkers team re chapter 11 updates (.2); telephone conference with Company, JPLS, Walkers, Haynes and Boone, F. Petrie, K&E team re international issues, JPL case status (1.0).
02/02/23	Isabella J. Paretti	1.90	Draft summary re wallet re updates to joint provisional liquidators (1.6); correspond with R. Jacobson, M. Reiney re same (.1); correspond with F. Petrie re same (.2).
02/09/23	Christine A. Okike, P.C.	0.80	Telephone conference with Company, JPLs, Walkers, Haynes & Boone and F. Petrie re international key work streams.
02/09/23	Francis Petrie	1.00	Telephone conference with Joint Provisional Liquidators, Walkers, Haynes & Boone, C. Okike, K&E team re update call re sale process.
02/16/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, JPLs, Walkers, Haynes and Boone, F. Petrie and K&E team re same.
Total		5.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077650

Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 84,295.50

Total legal services rendered

\$ 84,295.50

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077650

BlockFi Inc.

Matter Number:

54119-20

K&E Retention and Fee Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	8.90	735.00	6,541.50
Michael Y. Chan	3.00	365.00	1,095.00
Marta Dudyan	5.50	315.00	1,732.50
Trevor Eck	6.90	735.00	5,071.50
Julia R. Foster	2.80	480.00	1,344.00
Susan D. Golden	7.40	1,475.00	10,915.00
David Hackel	3.80	735.00	2,793.00
Rob Jacobson	12.20	1,155.00	14,091.00
Mike James Koch	16.30	735.00	11,980.50
Sarah R. Margolis	15.60	995.00	15,522.00
Brian Nakhaimousa	3.10	995.00	3,084.50
Eric Nyberg	4.50	315.00	1,417.50
Isabella J. Paretti	4.00	735.00	2,940.00
Francis Petrie	4.30	1,295.00	5,568.50
Mason N. Zurek	0.20	995.00	199.00
TOTALS	98.50		\$ 84,295.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Francis Petrie	1.40	Review and revise K&E invoice re confidentiality and privilege.
02/06/23	Mike James Koch	0.10	Conference with R. Jacobson re parties in interest list re conflicts considerations.
02/06/23	Francis Petrie	1.20	Revise invoice for privilege and confidentiality (1.0); correspond with M. Reiney, K&E team re same (.2).
02/07/23	Mike James Koch	1.40	Review, revise parties in interest list updates (1.0); correspond with R. Jacobson, K&E team re same (.2); conference with M. Chan re same (.1); correspond with M. Chan, K&E team re same (.1).
02/10/23	Mike James Koch	1.50	Draft supplemental declaration re K&E retention (1.4); correspond with B. Nakhaimousa re same (.1).
02/11/23	Brian Nakhaimousa	0.30	Review, revise supplemental K&E retention declaration.
02/13/23	Marta Dudyan	4.00	Organize and prepare parties in interest list re potential client connections review.
02/14/23	Michael Y. Chan	0.50	Research creditor entities re potential client connections reports.
02/14/23	Mike James Koch	0.50	Review, revise parties in interest list re potential client connection considerations (.3); correspond with R. Jacobson, K&E team, Berkeley Research Group, Haynes and Boone re same (.1); correspond with M. Chan, K&E team re same (.1).
02/15/23	Mike James Koch	2.50	Review, revise parties in interest list re potential client connection considerations (1.3); research, analyze issues re same (.8); correspond with M. Chan, K&E team re same (.2); correspond with R. Jacobson, Haynes and Boone, Kroll and Cole Schotz re same (.2).
02/16/23	Michael Y. Chan	2.50	Draft potential client connection reports.
02/16/23	Marta Dudyan	1.50	Review, analyze potential client connection reports re supplemental disclosures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/16/23	Mike James Koch	1.00	Review, analyze parties in interest list re potential client connection considerations (.8); draft same re same (.1); correspond with B. Nakhaimousa re same (.1).
02/16/23	Sarah R. Margolis	0.80	Draft notice of fee statement (.3); review precedent re same (.1); review invoices re same, confidentiality, privilege (.4).
02/16/23	Eric Nyberg	4.00	Draft potential client connection reports re supplemental disclosures (1.5); review, analyze reports re same (2.5).
02/17/23	Mike James Koch	0.50	Review, revise supplemental declaration re K&E retention (.4); correspond with B. Nakhaimousa re same (.1).
02/18/23	Mike James Koch	1.40	Review, revise declaration re K&E retention re potential client connection considerations (.9); review, analyze reports re same (.3); correspond with R. Jacobson, B. Nakhaimousa re same (.2).
02/18/23	Brian Nakhaimousa	1.00	Review, analyze supplemental conflicts reports (.9); correspond with M. Koch, K&E team re same (.1).
02/19/23	Mike James Koch	0.30	Review, analyze reports re supplemental disclosure considerations (.2); correspond with B. Nakhaimousa, R. Jacobson re same (.1).
02/21/23	David Hackel	1.70	Review, revise K&E invoice re privilege and confidentiality (1.5); review, analyze correspondences re same (.2).
02/21/23	Mike James Koch	0.60	Conference with B. Nakhaimousa re supplemental disclosure, potential client connection considerations (.1); review, analyze reports re same (.4); correspond with B. Nakhaimousa re same (.1).
02/21/23	Sarah R. Margolis	1.30	Review, analyze K&E invoices re privilege and confidentiality (1.0); telephone conference with R. Jacobson re same, administration order (.1); correspond with F. Petrie, billing department re same (.1); correspond with I. Paretti, T. Eck, working group re same (.1).
02/21/23	Brian Nakhaimousa	0.50	Conference with R. Jacobson re supplemental declaration in support of retention (.2); conference with M. Koch re same (.2); review, revise same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/23	Eric Nyberg	0.50	Draft potential client connection reports re supplemental disclosures.
02/21/23	Mason N. Zurek	0.20	Correspond with S. Margolis, K&E team re privilege and confidentiality (.1); review memorandum re same (.1).
02/22/23	Ziv Ben-Shahar	2.40	Review, revise K&E invoice re privilege and confidentiality.
02/22/23	Susan D. Golden	4.10	Review and revise December invoice re privilege and confidentiality (3.9); correspond with S. Margolis with additional comments to same (.2).
02/22/23	David Hackel	2.10	Review, revise K&E invoice re privilege and confidentiality (1.9); review, analyze correspondence re same (.2).
02/22/23	Rob Jacobson	1.80	Review, comment on supplemental declaration re K&E retention (.8); review, analyze potential client connection reports re same (.5); correspond with M. Koch, B. Nakhaimousa re same (.5).
02/22/23	Mike James Koch	0.50	Review, revise supplemental declaration re disclosure (.2); correspond with R. Jacobson, B. Nakhaimousa re same (.2); correspond with A. Beckett, K&E team re same (.1).
02/22/23	Sarah R. Margolis	1.60	Review, revise K&E invoices re privilege and confidentiality.
02/22/23	Brian Nakhaimousa	0.70	Correspond with M. Koch re supplemental declaration (.3); review, revise same (.4).
02/23/23	Ziv Ben-Shahar	0.80	Review, revise K&E invoice for privilege and confidentiality.
02/23/23	Ziv Ben-Shahar	3.20	Review, analyze K&E invoice re privilege and confidentiality (1.8); revise K&E invoice re same (1.4).
02/23/23	Trevor Eck	1.20	Review, analyze K&E invoice re privilege and confidentiality issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Rob Jacobson	4.10	Review, comment on supplemental declaration, related schedules (1.8); correspond with M. Koch re same (.3); correspond with Haynes and Boone, Cole Schotz re same (.3); review, analyze schedules re same (.6); correspond with S. Margolis, F. Petrie re timing for filing monthly fee application (.6); review, analyze administrative fee order re same (.4); correspond with Cole Schotz team re same (.1).
02/23/23	Mike James Koch	2.20	Correspond with R. Jacobson re supplemental declaration re disclosure, potential client connection considerations (.1); review memorandum re same (.2); correspond with F. Petrie, R. Jacobson re same (.1); correspond with S. Golden re same (.1); correspond with C. Husnick, A. Yenamandra, S. Golden re same (.1); review, analyze reports re same (1.3); correspond with R. Jacobson, K&E team re same (.2); correspond with Cole Schotz re filing re same (.1).
02/23/23	Sarah R. Margolis	4.90	Review, revise invoices re privilege and confidentiality (3.9); correspond with R. Jacobson re same (.6); correspond with J. Foster, F. Petrie re same (.2); telephone conference with R. Jacobson re same (.2).
02/23/23	Brian Nakhaimousa	0.20	Review supplemental K&E retention declaration (.1); correspond with M. Koch re same (.1).
02/23/23	Francis Petrie	0.80	Correspond with S. Margolis, K&E team re privilege concerns re December fee statement (.4); review reports re same (.4).
02/24/23	Ziv Ben-Shahar	2.50	Review, revise K&E invoice re privilege and confidentiality.
02/24/23	Trevor Eck	5.70	Review, analyze invoice re privilege, confidentiality issues (3.9); correspond and telephone conference with S. Margolis re same (.3); review, analyze precedent re same (1.5).
02/24/23	Rob Jacobson	2.10	Review, comment on monthly fee statement re privilege and confidentiality (1.6); correspond with F. Petrie, S. Margolis re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Mike James Koch	3.80	Review, revise K&E invoice re privilege and confidentiality (3.7); correspond with S. Margolis, K&E team re same (.1).
02/24/23	Sarah R. Margolis	0.80	Review, revise notice of monthly fee statement re privilege and confidentiality (.4); correspond with R. Jacobson re same (.1); telephone conferences with R. Jacobson re same (.3).
02/24/23	Isabella J. Parette	4.00	Review, revise K&E invoice for privilege and confidentiality (3.9); correspond with S. Margolis re same (.1).
02/25/23	Sarah R. Margolis	0.30	Review, revise K&E invoices re privilege and confidentiality.
02/26/23	Sarah R. Margolis	1.10	Correspond with R. Jacobson re K&E invoices re confidentiality and privilege (.1); review, revise K&E invoices re confidentiality and privilege (1.0).
02/27/23	Julia R. Foster	2.80	Review and revise first monthly fee statement re privilege and confidentiality (1.5); correspond with S. Margolis and R. Jacobson re same (.6); prepare first monthly fee statement for filing (.7).
02/27/23	Susan D. Golden	3.30	Review K&E invoice for privilege and confidentiality (3.2); correspond with S. Margolis re same (.1).
02/27/23	Rob Jacobson	4.20	Review, comment on re privilege and confidentiality issues re K&E monthly fee statement (2.6); correspond multiple times with S. Margolis re same (.8); review, analyze issues re same (.6); correspond with Cole Schotz team re filing of same (.2).
02/27/23	Sarah R. Margolis	3.90	Correspond with R. Jacobson, C. Okike re privilege and confidentiality re K&E invoice, (.3); review, revise K&E invoice re privilege and confidentiality (3.1); correspond with S. Golden re same (.1); correspond with J. Foster re same (.3); correspond with C. Schotz re filing of same (.1).
02/27/23	Francis Petrie	0.90	Review final fee statement re privilege and confidentiality (.7); correspond with R. Jacobson, K&E team re filing of same (.2).
02/28/23	Sarah R. Margolis	0.90	Review, revise K&E invoices re confidentiality and privilege.

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077650

BlockFi Inc.

Matter Number:

54119-20

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/23	Brian Nakhaimousa	0.40	Correspond with R. Jacobson, K&E team re U.S. Trustee questions re K&E retention.
Total		98.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077653
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 55,902.00

Total legal services rendered

\$ 55,902.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	11.90	735.00	8,746.50
Susan D. Golden	0.40	1,475.00	590.00
David Hackel	3.20	735.00	2,352.00
Rob Jacobson	8.50	1,155.00	9,817.50
Brian Nakhaimousa	16.10	995.00	16,019.50
Isabella J. Paretti	7.10	735.00	5,218.50
Francis Petrie	3.10	1,295.00	4,014.50
Jimmy Ryan	1.00	885.00	885.00
Mason N. Zurek	8.30	995.00	8,258.50
TOTALS	59.60		\$ 55,902.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Trevor Eck	0.60	Research precedent re Berkeley Research Group retention supplemental retention declaration.
02/01/23	David Hackel	0.80	Research re Berkeley Research Group retention (.5); correspond with B. Nakhaimousa re same (.3).
02/01/23	David Hackel	1.60	Review, analyze Kroll agent agreement (.7); research re same (.8); correspond with M. Reiney re same (.1).
02/01/23	Brian Nakhaimousa	1.40	Review precedent re Berkeley Research Group retention orders (.4); conference with Berkeley Research Group re same (.3); review U.S. Trustee comments re same (.4); correspond with T. Eck, Berkeley Research Group re same (.3).
02/02/23	Trevor Eck	3.20	Draft responses to U.S. Trustee re Berkeley Research Group retention comments (.9); review, revise same (.4); review, revise Berkeley Research Group supplemental declaration (1.9).
02/02/23	Susan D. Golden	0.40	Correspond with F. Petrie re U.S. Trustee comments to Berkeley Research Group retention application and resolution re same.
02/02/23	David Hackel	0.80	Research re Berkeley Research Group retention (.7); correspond with B. Nakhaimousa re same (.1).
02/02/23	Rob Jacobson	0.90	Review, analyze Moelis agreements re retention (.6); correspond with Moelis team, Cole Schotz team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/23	Brian Nakhaimousa	5.80	Correspond with I. Paretti re Berkeley Research Group retention order (.1); conference with same re same (.3); review, analyze U.S. Trustee comments re Berkeley Research Group order (.4); correspond with S. Golden re U.S. Trustee comments re Berkeley Research Group retention (.2); review, analyze precedent re U.S. Trustee comments (1.1); conferences with Berkeley Research Group re U.S. Trustee comments (1.2); correspond with Berkeley Research Group re responses to U.S. Trustee (.6); correspond with R. Jacobson, F. Petrie re same (.3); conference with R. Jacobson re same (.3); review, revise Berkeley Research Group supplemental declaration (.8); correspond with T. Eck, R. Jacobson, Berkeley Research Group re same (.4); correspond with U.S. Trustee re Berkeley Research Group (.1).
02/02/23	Isabella J. Paretti	0.50	Review, revise Berkeley Research Group retention application (.2); conference with B. Nakhaimousa re same (.3).
02/02/23	Francis Petrie	0.80	Correspond with B. Nakhaimousa, K&E team re U.S. Trustee comments and questions with Berkeley Research Group and Moelis retentions (.3); revise correspondence to U.S. Trustee re same (.2); telephone conferences with Berkeley Research Group team re same (.3).
02/02/23	Mason N. Zurek	2.50	Review and revise responses to U.S. Trustee inquires and proposed order re Moelis retention (2.1); correspond with R. Jacobson re same (.4).
02/03/23	Rob Jacobson	0.50	Review, analyze issues re Berkeley Research Group retention application (.3); correspond with Berkeley Research Group, B. Nakhaimousa re responses, extension re same (.2).
02/03/23	Brian Nakhaimousa	1.20	Review, revise Berkeley Research Group retention order (.9); correspond with I. Paretti, R. Jacobson, Berkeley Research Group re same (.3).
02/03/23	Isabella J. Paretti	2.70	Review, revise Berkeley Research Group retention (2.3); correspond with B. Nakhaimousa re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/23	Francis Petrie	0.60	Correspond with R. Jacobson, K&E team re Moelis, Berkeley Research Group retention open issues per U.S. Trustee comments (.3); telephone conference with B. Nakhaimousa re same (.3).
02/03/23	Mason N. Zurek	0.50	Correspond with R. Jacobson, Moelis re Moelis retention (.3); review proposed order re same (.2).
02/04/23	Brian Nakhaimousa	0.90	Review, revise Deloitte retention application.
02/04/23	Mason N. Zurek	0.10	Correspond with R. Jacobson, Moelis team re Moelis retention.
02/06/23	Trevor Eck	0.60	Review, revise Deloitte retention application.
02/06/23	Rob Jacobson	1.70	Correspond with B. Nakhaimousa, K&E team re Berkeley Research Group retention application, order (.5); telephone conference with B. Nakhaimousa, Berkeley Research Group team re same (.5); prepare for same (.2); telephone conference with Cole Schotz, Berkeley Research Group team re same (.5).
02/06/23	Rob Jacobson	2.10	Correspond with Moelis team, U.S. Trustee, UCC re Moelis retention (.9); review, analyze retention order, U.S. Trustee responses re same (.7); analyze issues re same (.5).
02/06/23	Brian Nakhaimousa	2.20	Conference with R. Jacobson, Berkeley Research Group re U.S. Trustee responses (.5); conference with Berkeley Research Group, Cole Schotz, R. Jacobson re same (.5); review, revise Berkeley Research Group retention order re same (.3); correspond with I. Paretti re same (.2); correspond with Berkeley Research Group, U.S. Trustee, Cole Schotz re same (.5); conference with R. Jacobson re same (.2).
02/06/23	Mason N. Zurek	0.30	Correspond with R. Jacobson, Moelis re Moelis retention.
02/07/23	Trevor Eck	1.00	Review, revise Deloitte retention application.
02/07/23	Rob Jacobson	0.80	Review, analyze U.S. Trustee responses to Moelis retention (.4); correspond with U.S. Trustee, Moelis re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/23	Brian Nakhaimousa	2.60	Correspond with R. Jacobson, Cole Schotz, Berkeley Research Group, U.S. Trustee re Berkeley Research Group retention application, outstanding issues (.3); conference with U.S. Trustee, Cole Schotz, Berkeley Research Group re same (.5); review, revise Berkeley Research Group retention order re same (.6); correspond with I. Paretti, K&E team, Cole Schotz, Berkeley Research Group, U.S. Trustee re same (.4); review, revise Renzi declaration (.2); correspond with I. Paretti, K&E team, Berkeley Research Group, U.S. Trustee, Cole Schotz re same (.3); conferences with Berkely Research Group re same (.3).
02/07/23	Isabella J. Paretti	2.30	Conference with B. Nakhaimousa re U.S. Trustee comments to Berkeley Research Group retention (.6); review, revise order, supplemental declaration re same (1.3); correspond with B. Nakhaimousa re same (.2); correspond with R. Jacobson re same (.2).
02/07/23	Francis Petrie	0.60	Telephone conference with U.S. Trustee team re Berkeley Research Group retention (.4); correspond with B. Nakhaimousa, K&E team re finalizing same (.2).
02/07/23	Mason N. Zurek	0.50	Correspond with R. Jacobson, Moelis team re Moelis retention (.2); review and revise order re same (.3).
02/08/23	Trevor Eck	2.10	Research precedent re Deloitte retention application (.8); review, revise Deloitte retention application re same (1.3).
02/08/23	Rob Jacobson	1.60	Review, analyze U.S. Trustee issues with Berkeley Research Group declaration (.2); correspond with B. Nakhaimousa, F. Petrie re same (.3); review, analyze Berkeley Research Group proposed order, declaration (1.1).
02/08/23	Brian Nakhaimousa	1.10	Correspond with Berkeley Research Group, Cole Schotz, U.S. Trustee, R. Jacobson, K&E team re Berkeley Research Group retention (.3); conferences with I. Paretti, K&E team re same (.2); review, revise Berkeley Research Group retention order, supplemental declaration (.5); correspond with I. Paretti re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/08/23	Isabella J. Paretti	1.60	Review, revise order re Berkeley Research Group retention (1.4); conference with B. Nakhaimousa re same (.2).
02/08/23	Mason N. Zurek	0.10	Correspond with R. Jacobson, U.S. Trustee re Moelis retention.
02/09/23	Trevor Eck	2.60	Review, revise Deloitte retention application (1.8); review, analyze precedent re same (.8).
02/09/23	Brian Nakhaimousa	0.30	Correspond with Berkeley Research Group, R. Hollander, Cole Schotz team re filing versions re supplemental declaration and retention order.
02/09/23	Mason N. Zurek	1.20	Review and analyze U.S. Trustee comments to Moelis retention order, inquiries re same (.8); correspond with R. Jacobson, J. Weiss, K&E team and Moelis re same (.4).
02/10/23	Francis Petrie	0.70	Review correspondence re Moelis retention application (.2); correspond with M. Zurek, K&E team re Moelis retention application (.5).
02/10/23	Mason N. Zurek	1.30	Telephone conference with J. Weiss re Moelis retention (.2); telephone conference with Cole Schotz re same (.1); correspond with Cole Schotz, F. Petrie, K&E team re same (1.0).
02/12/23	Mason N. Zurek	0.10	Correspond with J. Weiss, K&E team re Moelis retention.
02/13/23	Francis Petrie	0.40	Correspond with M. Zurek, K&E team re Moelis retention.
02/13/23	Jimmy Ryan	0.20	Correspond with B. Nakhaimousa, K&E team, and Deloitte team re Deloitte retention application.
02/13/23	Mason N. Zurek	0.20	Correspond with J. Weiss, Cole Schotz re Moelis retention.
02/14/23	Mason N. Zurek	0.10	Correspond with J. Weiss re Moelis retention.
02/15/23	Mason N. Zurek	1.40	Correspond with J. Weiss, F. Petrie, K&E team and Cole Schotz re Moelis retention (.7); prepare filing versions of order and declaration re same (.7).
02/16/23	Trevor Eck	0.40	Review, revise Deloitte retention application.
02/16/23	Jimmy Ryan	0.80	Review, revise Deloitte retention application.
02/17/23	Trevor Eck	1.40	Review, revise Deloitte retention application.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Brian Nakhaimousa	0.60	Review, revise Deloitte retention application (.5); correspond with T. Eck, J. Ryan re same (.1).
02/27/23	Rob Jacobson	0.90	Review, comment on case timeline for Kroll re estimated fees (.8); correspond with Haynes and Boone re same (.1).
Total		59.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077655
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 12,184.00

Total legal services rendered

\$ 12,184.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	4.10	1,455.00	5,965.50
Katherine Karnosh	5.00	935.00	4,675.00
Isabella J. Paretti	2.10	735.00	1,543.50
TOTALS	11.20		\$ 12,184.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Steven M. Cantor	0.20	Review asset purchase agreement re tax considerations.
02/03/23	Steven M. Cantor	1.20	Conference with Deloitte re tax considerations (.4); conference with UCC re same (.3); revise asset purchase agreements re same (.5).
02/03/23	Katherine Karnosh	0.50	Telephone conference with A. Sexton, K&E team re 1099 assessment update (.2); conference with A. Sexton, K&E team reminding compliance update (.2); conference with A. Sexton, K&E team re 2021 and 2022 tax position and tax basis balance sheet timing (.1).
02/03/23	Katherine Karnosh	0.20	Telephone conference with N. Bouchard, K&E team re tax update, tax diligence requests, possible exit structures.
02/04/23	Steven M. Cantor	0.50	Revise asset purchase agreement re tax considerations.
02/06/23	Steven M. Cantor	1.50	Revise asset purchase agreement re tax considerations.
02/07/23	Steven M. Cantor	0.40	Revise asset purchase agreement re tax considerations.
02/15/23	Steven M. Cantor	0.30	Review 1099 disclosure to customers.
02/15/23	Isabella J. Paretti	2.10	Review, revise communications re tax considerations (1.8); correspond with F. Petrie, C Street re same (.3).
02/17/23	Katherine Karnosh	4.30	Review asset purchase agreement re platform sale (.5); revise same (3.8).
Total		11.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077656

Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 9,303.50

Total legal services rendered

\$ 9,303.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael B. Slade	3.10	1,855.00	5,750.50
Steve Toth	2.20	1,615.00	3,553.00
TOTALS	5.30		\$ 9,303.50

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077656

BlockFi Inc.

Matter Number:

54119-23

Non-Working Travel

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Michael B. Slade	0.80	Travel from Chicago, IL to New York, NY re witness preparation (billed at half time).
02/24/23	Michael B. Slade	2.30	Travel from New York, NY to Chicago, IL re witness preparation (billed at half time).
02/28/23	Steve Toth	2.20	Travel from Chicago, IL to New York, NY re mining assets auction (billed at half time).
Total		5.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077658
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 13,124.50

Total legal services rendered

\$ 13,124.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	6.90	1,155.00	7,969.50
Sarah R. Margolis	4.40	995.00	4,378.00
Francis Petrie	0.60	1,295.00	777.00
TOTALS	11.90		\$ 13,124.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/09/23	Francis Petrie	0.60	Telephone conference with U.S. Trustee team re consumer privacy ombudsman appointment timing (.2); review materials in preparation for same (.4).
02/22/23	Rob Jacobson	1.20	Review, comment on draft response to U.S. Trustee re monthly operating report matters (.8); correspond with Berkeley Research Group team re same (.2); correspond with F. Petrie, Cole Schotz, Haynes Boone team re same (.2).
02/23/23	Rob Jacobson	4.30	Review, comment on monthly operating reports (3.9); correspond with Berkeley Research Group team re same (.4).
02/27/23	Sarah R. Margolis	0.40	Review, analyze monthly operating reports re U.S. Trustee comments.
02/28/23	Rob Jacobson	1.40	Telephone conference with S. Margolis re monthly operating report matters (.9); review, analyze same (.3); correspond with Berkeley Research Group team re same (.2).
02/28/23	Sarah R. Margolis	4.00	Telephone conferences with R. Jacobson re monthly operating reports, amendment (1.1); teams conference with M. Shankweiler re monthly operating reports, amendment (.7); review, analyze monthly operating reports, instructions, precedent (2.0); review correspondence from U.S. Trustee re same (.2).
Total		11.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077660
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 331,153.50

Total legal services rendered

\$ 331,153.50

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077660

BlockFi Inc.

Matter Number:

54119-25

Regulatory

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	44.60	1,605.00	71,583.00
Joey Daniel Baruh	7.20	985.00	7,092.00
Megan Bowsher	1.10	395.00	434.50
Megan Buenviaje	30.80	475.00	14,630.00
Christopher Costello	2.10	1,195.00	2,509.50
Esther Estella Garcia	94.60	645.00	61,017.00
Ricardo Guzman	34.70	475.00	16,482.50
David Hackel	3.10	735.00	2,278.50
Jennifer Mancini	9.10	715.00	6,506.50
Dana R. Bucy Miller	10.90	645.00	7,030.50
Christine A. Okike, P.C.	2.00	1,850.00	3,700.00
Alex D. Pappas	22.00	985.00	21,670.00
Chloe Reum	4.00	715.00	2,860.00
Laura K. Riff	75.30	1,405.00	105,796.50
Bryant Roby Jr.	4.10	985.00	4,038.50
Michael B. Slade	1.90	1,855.00	3,524.50
TOTALS	347.50		\$ 331,153.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Bob Allen, P.C.	0.20	Conference with L. Riff re document productions.
02/01/23	Bob Allen, P.C.	0.60	Conference with Company re stay, regulatory issues (.4); correspondence with Company re same (.2).
02/01/23	Joey Daniel Baruh	1.00	Review documents for production to regulators re responsiveness.
02/01/23	Esther Estella Garcia	7.80	Review, analyze documents for production to regulators re confidentiality issues (3.9); summarize documents re same (3.3); telephone conference with L. Riff, K&E team re same (.6).
02/01/23	Ricardo Guzman	1.50	Analyze documents for production, quality control process and reporting (.5); coordinate with Deloitte re production updates (.5); correspond with L. Riff re project updates (.5).
02/01/23	Jennifer Mancini	4.60	Review documents re production to regulators (3.9); code documents re same (.7).
02/01/23	Dana R. Bucy Miller	5.00	Review and analyze documents for production to regulators for confidentiality (3.9); telephone conference with L. Riff, K&E team re document review workflow (.5); correspond with L. Riff and K&E team re document review confidentiality workflow (.6).
02/01/23	Dana R. Bucy Miller	0.50	Review and analyze documents for production to regulators re confidentiality.
02/01/23	Laura K. Riff	1.20	Review documents re production to regulators (.7); manage collection re same (.5).
02/01/23	Bryant Roby Jr.	3.50	Review and analyze documents for production to regulators.
02/01/23	Michael B. Slade	0.20	Correspond with L. Riff re protective order.
02/02/23	Bob Allen, P.C.	0.80	Review motion to stay (.5); telephone conference with L. Riff re same (.3).
02/02/23	Joey Daniel Baruh	0.10	Correspond with L. Riff regarding document review regulatory litigation.
02/02/23	Esther Estella Garcia	7.20	Review, analyze documents for production to regulators re case team review.

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077660

BlockFi Inc.

Matter Number:

54119-25

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/23	Ricardo Guzman	2.20	Analyze documents for production, quality control process and reporting (1.4); coordinate with Deloitte re production updates (.5); correspond with L. Riff re project updates (.3).
02/02/23	Chloe Reum	4.00	Review documents in Relativity re regulatory matters (3.2); correspond with L. Riff re summary re same (.8).
02/02/23	Laura K. Riff	2.80	Review documents for production to regulators (1.5); review production of external communications re production to regulators (1.3).
02/02/23	Laura K. Riff	2.90	Telephone conference with M. Slade and B. Allen re review of documents, regulatory considerations (.3); telephone conference with B. Allen re same (.2); telephone conference with Company and M. Slade re responses to Committee diligence requests (.5); manage review of documents re same (.4); review and analyze documents re same (1.5).
02/02/23	Bryant Roby Jr.	0.60	Review and analyze documents re production to regulators.
02/02/23	Michael B. Slade	0.50	Review, analyze protective order.
02/03/23	Bob Allen, P.C.	3.30	Telephone conference with SEC re SEC inquiries (.3); telephone conference with Company, L. Riff re same (.5); draft response to SEC inquiries (.7); correspond with Sullivan and Cromwell re same (.2); review production letters and production of documents (1.1); review, analyze Vermont regulatory requests (.5).
02/03/23	Christopher Costello	0.50	Analyze production requests by regulators and documents re responsiveness (.3); correspond with L. Riff re same (.2).
02/03/23	Esther Estella Garcia	10.50	Review, analyze, documents re case team review.
02/03/23	Ricardo Guzman	1.20	Analyze documents for production to regulators for attorney review, workflow updates and reporting (.6); coordinate with Deloitte re document collection process (.2); correspond with L. Riff re project planning (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/23	Dana R. Bucy Miller	0.20	Review and analyze documents for production to regulators re confidentiality (.1); correspond with L. Riff and K&E team re same (.1).
02/03/23	Alex D. Pappas	0.20	Conference with SEC re SEC inquiries.
02/03/23	Alex D. Pappas	1.10	Review, analyze summary re Company internal documents re responsiveness to regulators requests (.5); draft, revise summary re same (.4); correspond with L. Riff re same (.2).
02/03/23	Laura K. Riff	3.90	Review and revise protocol for review of documents (1.3); manage selection of contract reviewers and engagement of vendor for same (1.7); attend teleconference with B. Allen and SEC re SEC inquiries (.4); prepare for telephone conference with B. Allen and Company re same (.1); attend same (.4).
02/05/23	Bob Allen, P.C.	0.20	Conference with M Slade re creditor committee requests.
02/05/23	Joey Daniel Baruh	1.20	Review documents for responsiveness.
02/06/23	Joey Daniel Baruh	0.70	Review documents for responsiveness.
02/06/23	Megan Bowsher	0.40	Review productions to SEC and DOJ (.2); revise production tracker re same (.2).
02/06/23	Christopher Costello	0.30	Correspond with E. Garcia re analysis and review of document confidentiality provisions.
02/06/23	Esther Estella Garcia	8.90	Review, analyze documents for case team review.
02/06/23	Ricardo Guzman	0.50	Review, analyze document selection re attorney review and reporting (.3) correspond with L. Riff, K&E team re project updates (.2).
02/06/23	Jennifer Mancini	3.00	Review documents re production.
02/06/23	Dana R. Bucy Miller	0.40	Coordinate workflow re confidentiality review of documents (.2); correspond with L. Riff, K&E team re same (.2).
02/06/23	Christine A. Okike, P.C.	0.40	Review FTC tolling agreement.
02/06/23	Alex D. Pappas	3.90	Research CEA and sale requirements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/23	Bob Allen, P.C.	1.10	Prepare re conference with Company re regulatory updates (.2); conference with Company re regulatory considerations and related updates (.4); analyze SEC requests and document productions (.5).
02/07/23	Joey Daniel Baruh	1.30	Review documents re regulatory matters re responsiveness.
02/07/23	Megan Bowsher	0.40	Review productions to CFTC and UCC (.2); revise production tracker re same (.2).
02/07/23	Megan Buenviaje	1.10	Telephone conference with L. Riff, Deloitte re regulator document production (.5); analyze review assignments, workflow and status reports re same (.3); revise reports re same (.3).
02/07/23	Christopher Costello	0.20	Correspond with D. Miller re analysis of confidentiality obligations.
02/07/23	Esther Estella Garcia	6.60	Review, analyze BlockFi documents for case team review (3.9); summarize documents re same (2.7).
02/07/23	Ricardo Guzman	1.20	Review, analyze document selection re attorney review and reporting (.8); correspond with Deloitte re workspace updates (.2); correspond with L. Riff re project updates and planning (.2).
02/07/23	Ricardo Guzman	0.30	Telephone conference with Deloitte, L. Riff, K&E team re regulatory document collection updates and planning.
02/07/23	Dana R. Bucy Miller	0.40	Review and analyze documents re confidentiality (.2); correspond with L. Riff and C. Costello re same (.2).
02/07/23	Alex D. Pappas	0.30	Research requirements under the CEA.
02/07/23	Laura K. Riff	4.60	Prepare for conference with Deloitte re production of documents to regulators (.2); conference with Deloitte re same (.3); draft review protocol for contract attorneys at LegalPeople (1.5); correspond with contract attorney reviewers re review of documents for regulators (1.0); conference with B. Allen and Company re status of productions to regulators (.3); prepare for same (.2); review of documents re same (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/08/23	Bob Allen, P.C.	1.10	Analyze Seattle seizure warrant (.2); conference with M. Slade re same (.2); analyze North Dakota correspondence (.2); conference with R. Kirschner, K&E team re same (.5).
02/08/23	Bob Allen, P.C.	0.20	Conference with C. Okike, K&E team re regulatory update.
02/08/23	Joey Daniel Baruh	2.90	Review documents re regulatory matters re responsiveness.
02/08/23	Megan Buenviaje	2.60	Prepare for telephone conference with R. Guzman and L. Riff re managed review workflow (.2); telephone conference with R. Guzman, L. Riff re same (.4); analyze review assignments, workflow and status reports (.3); update documentation re same (.5); conference with Deloitte re Slack processing (.4); update review workflow settings for managed review team (.4); update documentation re same (.2); correspond with Deloitte re social media captures (.2).
02/08/23	Christopher Costello	0.70	Review and analyze confidentiality provisions regarding production to third parties (.4); correspond with E. Garcia re same (.3).
02/08/23	Esther Estella Garcia	3.50	Review, analyze, documents for case team review.
02/08/23	Ricardo Guzman	0.50	Analyze workflow updates and reporting (.3); correspond with L. Riff and Deloitte re project updates (.2).
02/08/23	Ricardo Guzman	0.30	Telephone conference with L. Riff and M. Buenviaje re project updates and planning.
02/08/23	Christine A. Okike, P.C.	0.60	Telephone conference with Paul Hastings re regulatory issues.
02/08/23	Alex D. Pappas	0.30	Research requirements re Exchange Act.
02/08/23	Laura K. Riff	2.70	Prepare for conference re document review preparation for regulators (.3); conference with M. Buenviaje, K&E team re same (.5); prepare for conference with Company and B. Allen re same (.2); conference with Company, B. Allen re same (.3); analyze review and production of documents re same (1.4).
02/08/23	Michael B. Slade	0.70	Telephone conference with Moelis re regulatory matters (.4); telephone conference with B. Allen re Seattle seizure warrant (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/09/23	Megan Buenviaje	1.40	Analyze review assignments, workflow and status reports (.9); update documentation re same (.5).
02/09/23	Christopher Costello	0.40	Correspond with L. Riff re analysis of confidentiality provisions and preparation of documents for production.
02/09/23	Ricardo Guzman	1.80	Analyze documents re document review workflow updates, production and quality control process (1.0); correspond with Deloitte, L. Riff, K&E team re production inquires (.4); correspond with L. Riff re project updates and production planning (.4).
02/09/23	Alex D. Pappas	0.30	Draft correspondence re jurisdictional matters.
02/09/23	Laura K. Riff	2.80	Prepare protocol for contract attorney reviewers for document review in preparation for production to Commodities Futures Trading Commission (1.0); prepare for conference with contract reviewer team re same (.2); review and analyze documents re same (.4); prepare for conference with Company re same (.2); review and revise document tracker re same (1.0).
02/09/23	Laura K. Riff	1.70	Conference with Company re document response to creditors committee diligence requests (.3); prepare for same (.2); review and revise document tracker re same (1.2).
02/10/23	Megan Buenviaje	2.10	Analyze review assignments, workflow and status reports (1.7); revise documentation re same (.4).
02/10/23	Esther Estella Garcia	8.80	Review, analyze, documents re case team review (3.9); further review, analyze same re same (3.9); further review, analyze same re same (1.0).
02/10/23	Ricardo Guzman	1.80	Analyze documents re selection for production, quality control process and reporting (1.2); correspond with Deloitte re production process (.3); correspond with L. Riff re same (.3).
02/10/23	Dana R. Bucy Miller	0.20	Review and analyze initial analytics reports.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/23	Laura K. Riff	3.20	Prepare for conference with Company re response to diligence requests from creditors committee and preparation for meetings re same (.2); conference with Company re same (.3); manage review and production of documents for same (2.7).
02/11/23	Esther Estella Garcia	3.70	Review, analyze, regulatory documents re case team review.
02/11/23	Dana R. Bucy Miller	0.30	Review and analyze initial analytics results (.2); correspond with Deloitte re review logistics (.1).
02/12/23	Esther Estella Garcia	2.30	Review, analyze, regulatory documents re case team review.
02/12/23	Ricardo Guzman	1.00	Correspond with L. Riff and Deloitte re workflow inquires, production updates and quality control process.
02/12/23	Dana R. Bucy Miller	1.80	Review and analyze Company diligence re production (1.6); correspond with L. Riff re same (.2).
02/13/23	Bob Allen, P.C.	2.30	Analyze state regulatory requests (.6); conference with L. Riff re Commodities Futures Trading Commission requests (.1); analyze same (.3); analyze state regulatory subpoena (.5); conference with Company re same (.8).
02/13/23	Bob Allen, P.C.	0.50	Review Emergent filing.
02/13/23	Megan Buenviaje	2.40	Analyze review assignments, workflow and status reports (2.0); update documentation re same (.4).
02/13/23	Ricardo Guzman	0.50	Correspond with L. Riff, K&E team re workflow updates and project planning.
02/13/23	David Hackel	3.10	Research re SEC settlement (2.7); draft, revise correspondence to F. Petrie re same (.4).
02/13/23	Alex D. Pappas	1.10	Review and analyze Company documents.
02/13/23	Alex D. Pappas	0.20	Analyze correspondence with B. Allen and L. Riff re legal strategy and document review re regulatory matters.

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077660

BlockFi Inc.

Matter Number:

54119-25

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/23	Laura K. Riff	3.20	Telephone conference with B. Allen and Company re subpoena from state Securities Commission (.9); review and analyze subpoena from state Securities Commission in preparation for same (.4); correspond with A. Pappas, K&E team re review and analysis of documents responsive to regulator requests (.9); manage review and production of same (1.0).
02/14/23	Bob Allen, P.C.	2.50	Conference with Haynes and Boone re state request (.2); conference with A. Pappas re review and research (.3); review Commodities Future Trading Commission purchase and sale research (.3); conference with Company re regulatory updates (.4); correspond with state regulators re inquiries (.2); analyze Sullivan and Cromwell documents related SEC strategy (1.1).
02/14/23	Megan Buenviaje	2.60	Telephone conference with vendor re document process updates (.5); analyze review assignments, workflow and status reports (1.4); prepare targeted searches for attorney review (.7).
02/14/23	Esther Estella Garcia	5.60	Prepare production logic (3.9); execute and validate same (.9); correspond with L. Riff re same (.3); telephone conference with L. Riff re document processing review updates (.5).
02/14/23	Ricardo Guzman	0.30	Telephone conference with Deloitte, L. Riff, K&E team re project updates and planning.
02/14/23	Ricardo Guzman	1.20	Analyze documents re selection for attorney review, workflow updates and reporting (.8); correspond with Deloitte re collection updates (.2); correspond with L. Riff and M, Buenviaje re project updates (.2).
02/14/23	Alex D. Pappas	0.50	Telephone conference with B. Allen re document review and jurisdictional research.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/23	Laura K. Riff	4.00	Prepare for conference with Deloitte re status of document processing, review and productions (.2); conference with same re same (.3); prepare for telephone conference with Company and B. Allen re status of regulatory responses (.1); conference with same re same (.4); review and analyze status of document requests and responses re regulatory matters (1.8); review and analyze documents re r same (1.2).
02/14/23	Laura K. Riff	0.70	Review and revise draft preservation letter to FTX.
02/14/23	Michael B. Slade	0.30	Correspond with B. Allen re Washington case.
02/15/23	Bob Allen, P.C.	1.90	Conference with L. Riff re regulatory productions (.4); prepare for conference with state regulators re inquiries (.3); conference with state securities regulators re inquiries (.2); correspond with Company re same (.3); correspond with state regulator re inquiries (.1); review draft talking points re SEC presentation (.3); conference with L. Riff, K&E team re same (.3).
02/15/23	Megan Buenviaje	1.40	Telephone conference with L. Riff, K&E team re second level review and production workflow (.4); analyze review assignments, workflow and status reports (.8); update documentation re same (.2).
02/15/23	Esther Estella Garcia	7.30	Prepare Company documents for production (3.1); complete production quality control (3.9); correspond with L. Riff re same (.3).
02/15/23	Dana R. Bucy Miller	0.40	Telephone conference with L. Riff re document review analysis and productions.
02/15/23	Alex D. Pappas	0.20	Conference with state regulators re inquiries (.1); correspond with state regulators re same (.1).
02/15/23	Laura K. Riff	1.80	Prepare for telephone conference with B. Allen and Company re regulatory responses (.2); conference with B. Allen and Company re same (.3); review and analyze new subpoenas from regulators (.5); analyze productions of documents re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/16/23	Bob Allen, P.C.	3.50	Review documents related to regulatory inquiries (3.0); analyze document review (.3); analyze confidentiality issues (.2).
02/16/23	Esther Estella Garcia	5.50	Prepare documents for production (2.1); complete production quality control re same (3.0); correspond with L. Riff re same (.4).
02/16/23	Ricardo Guzman	1.00	Analyze documents re production document inquires and reporting (.5); correspond with Deloitte re workspace updates (.2); correspond with L. Riff re project planning (.3).
02/16/23	Alex D. Pappas	1.20	Review and analyze Company documents re regulatory issues.
02/16/23	Laura K. Riff	4.70	Manage review and production of documents re regulatory requests (2.8); correspond with R. Guzman, K&E team re same (.6); review and analyze documents re same (1.3).
02/17/23	Bob Allen, P.C.	3.50	Prepare for conference re state subpoena and stipulation (.1) conference with Company, Covington, C. Okike, K&E team re same (.5); review related materials (.4); review documents in connection with preparation of SEC presentation (1.9); analyze document productions and related workflows re same (.3); analyze NDA and related correspondence (.3).
02/17/23	Esther Estella Garcia	4.40	Review, analyze document production (2.9); complete production quality control re same (1.0) telephone conference with L. Riff re same (.5).
02/17/23	Dana R. Bucy Miller	0.40	Telephone conference with L. Riff and K&E team re review of documents for production (.2); correspond with Deloitte re same (.2).
02/17/23	Christine A. Okike, P.C.	1.00	Review state subpoena (.5); telephone conference with Company and B. Allen, K&E team re same (.5).
02/17/23	Laura K. Riff	5.50	Review and analyze new subpoenas from regulators (.7); correspond with C. Okike, K&E team and Company re same (.9); manage review of documents in response to regulator requests (3.9).
02/17/23	Laura K. Riff	0.50	Telephone conference with D. Miller, K&E team re analysis of documents for production.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/17/23	Michael B. Slade	0.20	Telephone conference with B. Allen, K&E team re state subpoena.
02/18/23	Bob Allen, P.C.	2.30	Draft SEC talking points (1.9); review underlying documents re same (.4).
02/18/23	Megan Buenviaje	0.90	Analyze diligence format (.3); correspond with Deloitte re same (.2); prepare diligence summary re attorney review (.4).
02/18/23	Laura K. Riff	1.80	Prepare production for Commodity Futures Trading Commission and correspond with B. Allen, K&E team and Deloitte re same.
02/19/23	Bob Allen, P.C.	2.30	Draft talking points for SEC inquiries (1.0); research legal matters re same (1.3).
02/19/23	Ricardo Guzman	1.00	Review, analyze document selection re production and quality control process (.8); correspond with Deloitte, L. Riff, K&E team re production process (.2).
02/19/23	Laura K. Riff	1.00	Review and analyze documents re production to Commodity Futures Trading Commission (.5); conference with Deloitte and R. Guzman, K&E team re same (.5).
02/20/23	Bob Allen, P.C.	1.50	Revise SEC talking points.
02/20/23	Megan Buenviaje	1.20	Analyze review assignments, workflow and status reports re document production (.9); update documentation re same (.3).
02/20/23	Ricardo Guzman	2.00	Review, analyze document selection reproduction, quality control process and reporting (1.8); correspond with Deloitte and L. Riff re project updates (.2).
02/20/23	Laura K. Riff	4.40	Review and analyze documents for production to regulators (2.1); correspond with R. Guzman, K&E team re preparing productions for same (.8); manage review and analysis for same (1.5).
02/21/23	Bob Allen, P.C.	4.60	Conference with D. Wise re Aurora DRA (.3); conference with state regulator re same (.3); revise talking points re same (3.5); review correspondence with Sullivan and Cromwell re same (.2); review documents re 40 Act analysis (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/23	Megan Buenviaje	1.80	Telephone conference with L. Riff, K&E team re review and production workflows (.5); draft summary re same (.1); telephone conference with L. Riff, K&E team, Deloitte re same (.5); draft summary re same (.1); analyze review assignments, workflow and status reports (.3); draft targeted searches re attorney review (.3).
02/21/23	Esther Estella Garcia	1.00	Review, revise Company documents re production (.3); review, analyze diligence re same (.2); telephone conference with L. Riff, K&E team re same (.5).
02/21/23	Ricardo Guzman	1.50	Review, analyze document selection re production, workflow updates, and reporting (1.2); correspond with Deloitte re production process (.2); correspond with L. Riff re project planning (.1).
02/21/23	Ricardo Guzman	1.30	Telephone conferences with L. Riff, K&E and Deloitte re project updates and planning.
02/21/23	Dana R. Bucy Miller	0.70	Telephone conferences with L. Riff, K&E team and Deloitte re document review workflows and productions.
02/21/23	Laura K. Riff	3.50	Prepare for conference with D. Miller, K&E team re status of productions and reviews (.1); conference with same re same (.4); prepare for telephone conference with Deloitte, R. Guzman, K&E team re same (.2); conference with Deloitte, R. Guzman, K&E team re same (.3); prepare for telephone conference with Company, B. Allen re regulatory responses (.2); conference with Company, B. Allen re same (.3); correspond with B. Allen, K&E team re documents for SEC related to Yield (.5); correspond with D. Miller, K&E team re production reviews (.7); review and revise letter to FTX re preserving Slack documents (.8).
02/22/23	Bob Allen, P.C.	1.30	Conference with Company re regulator productions (.6); revise talking points re SEC inquiries (.7).
02/22/23	Megan Buenviaje	3.10	Review, analyze document review protocol (1.0); update review workflow settings re same (.6); analyze review assignments, workflow and status reports re document review (.7); draft summary re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/22/23	Esther Estella Garcia	2.50	Review, analyze Company documents re production (.9); quality control re same (.6); telephone conference with L. Riff re same (1.0).
02/22/23	Ricardo Guzman	1.00	Telephone conferences with Legal People, Deloitte, L. Riff, K&E team re document collection process and review updates.
02/22/23	Ricardo Guzman	1.70	Review, analyze documents re production, quality control process and workflow updates (1.4); correspond with Deloitte re production process (.1); correspond with L. Riff re project planning (.2).
02/22/23	Alex D. Pappas	4.90	Review documents re regulatory considerations (3.9); analyze same (.8); correspond with L. Riff re same (.2).
02/22/23	Laura K. Riff	2.80	Telephone conference with A. Pappas, K&E team re Slack transcript review (.5); prepare for telephone conference with Company, B. Allen re regulatory responses (.2); conference with Company, B. Allen re same (.3); revise letter to FTX re Slack preservation (.3); manage production of documents to regulators (1.5).
02/22/23	Laura K. Riff	1.80	Draft protocol for LegalPeople reviewers re bankruptcy-related document review (.8); train LegalPeople document reviewers re same (1.0).
02/23/23	Bob Allen, P.C.	4.90	Conduct legal research re SEC inquiries (2.4); revise draft talking points re regulatory matters (1.9); conference with J. Norman re 40 Act analysis (.1); review and revise Commodity Futures Trading Commission production letter (.2); correspond with state regulator re document requests (.3).
02/23/23	Megan Buenviaje	1.20	Correspond with L. Riff, K&E team re document review coordination (.1); correspond with Deloitte re Slack attachments (.3); correspond with L. Riff re same (.4); correspond with L. Riff re Auros production (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Esther Estella Garcia	2.20	Review, analyze Company documents re production (1.0); correspond with L. Riff re same (.2); telephone conference with L. Riff re same (.5); review, analyze documents re privilege (.5).
02/23/23	Ricardo Guzman	1.00	Telephone conferences with L. Riff and K&E team re document review project updates and planning.
02/23/23	Ricardo Guzman	2.40	Perform analysis re document selection for production, quality control process and workflow updates (1.5); coordinate with Deloitte re document collection updates and production process (.5); coordinate with L. Riff re search inquires and project updates (.4).
02/23/23	Jennifer Mancini	1.50	Review and code documents re subpoena.
02/23/23	Dana R. Bucy Miller	0.40	Telephone conference with L. Riff re privilege review of mobile data.
02/23/23	Alex D. Pappas	0.30	Correspond with L. Riff re review of key documents for production.
02/23/23	Alex D. Pappas	0.20	Review and analyze key document batches.
02/23/23	Laura K. Riff	3.50	Prepare for telephone conferences with D. Miller, K&E team re privilege review and quality check for productions to regulators (.3); conference with D. Miller, K&E team re same (.7); manage productions to Commodity Futures Trading Commission and other regulators (2.5).
02/24/23	Bob Allen, P.C.	2.60	Conference with A. Pappas re legal research (.3); correspond with L. Riff re productions and related matters (.3); prepare SEC presentation (.2); prepare for conference with state regulators re analysis of subpoena (.1); correspond with Haynes and Boone re same (.1); conference with California regulator re subpoena (.3); correspond with Company, Haynes and Boone and Covington re same (.3); correspond with state regulator re production of materials (.4); analyze subpoena responses (.2); conference with B. Kelly and L. Riff re same (.4).
02/24/23	Esther Estella Garcia	2.00	Review, analyze Company documents re production (1.2); review and analyze documents re privilege (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/23	Ricardo Guzman	3.30	Review, analyze document selection re production, quality control process, workflow updates and reporting (2.9); correspond with Deloitte re document collection updates (.2); correspond with L. Riff re same (.2).
02/24/23	Ricardo Guzman	0.20	Telephone conference with E. Garcia re document review workflow planning.
02/24/23	Alex D. Pappas	0.30	Telephone conference with B. Allen re legal research analysis.
02/24/23	Alex D. Pappas	1.00	Review key documents.
02/24/23	Laura K. Riff	4.50	Telephone conference with B. Allen and California Department of Financial Protection and Innovation re requests for documents (.5); prepare for telephone conference with B. Allen and B. Kelly re same (.2); conference with B. Allen and B. Kelly re same (.3); review and analyze materials re same (.3); manage productions of documents to Vermont, California, Commodity Futures Trading Commission and other regulators (2.8); draft cover letter to Commodity Futures Trading Commission re response to subpoena (.4).
02/25/23	Esther Estella Garcia	0.30	Review, analyze Company documents re production (.2); telephone conference with L. Riff re same (.1).
02/27/23	Bob Allen, P.C.	0.60	Conference with Company re BPC talking points (.5); correspond with SEC re same (.1).
02/27/23	Megan Bowsher	0.30	Review production re Vermont regulators (.2); update production tracker re same (.1).
02/27/23	Megan Buenviaje	3.90	Telephone conference with R. Guzman, K&E team re document review and production workflows (.3); draft summary re same (.2); analyze and manage review assignments, workflow and status reports (3.4).
02/27/23	Esther Estella Garcia	3.50	Draft Company documents re production (3.2); telephone conference with R. Guzman, K&E team re same (.3).
02/27/23	Ricardo Guzman	0.30	Telephone conference with M. Buenviaje re project updates and planning.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Ricardo Guzman	2.70	Review, analyze documents re attorney review, workspace updates, and reporting (2.2); correspond with Deloitte re document collection process (.3); correspond with L. Riff, K&E team re project inquires (.2).
02/27/23	Alex D. Pappas	0.70	Research re application of Reves test.
02/27/23	Alex D. Pappas	1.00	Review and analyze key documents.
02/27/23	Laura K. Riff	3.50	Manage reviews and productions to regulators (3.1); telephone conference with Company and B. Allen re SEC related matters (.4).
02/28/23	Bob Allen, P.C.	2.80	Conference with L. Riff and Company re regulatory updates (.5); correspond with L. Riff re productions (.1); prepare for conference with SEC re regulatory considerations (.5); conference with SEC re same (.5); revise talking points re same (.9); correspond with A. Pappas re same (.3).
02/28/23	Megan Buenviaje	5.10	Telephone conference with R. Guzman re production workflows (.5); telephone conference with vendor re same (.5); draft summary re same (.4); analyze, review assignments, workflow and status reports re same (.4); review, revise documentation re same (.7); draft production summary re attorney review (2.6).
02/28/23	Esther Estella Garcia	1.00	Review, revise Company documents re production (.5); telephone conference with R. Guzman, K&E team re same (.5).
02/28/23	Ricardo Guzman	0.50	Telephone conferences with L. Riff, K&E team and Deloitte re document review project updates.
02/28/23	Ricardo Guzman	0.50	Review, analyze document selection re production, quality control process and workflow updates (.2); correspond with Deloitte re production process (.1); coordinate with L. Riff re same (.2).
02/28/23	Dana R. Bucy Miller	0.20	Telephone conference with L. Riff and K&E team re document review and production workflows.
02/28/23	Alex D. Pappas	4.30	Research re legal analysis matters (2.3); draft summary re same (1.8); correspond with B. Allen re same (.2).

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077660

BlockFi Inc.

Matter Number:

54119-25

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/23	Laura K. Riff	2.30	Telephone conference with D. Miller, K&E team re production of Company communications (.5); telephone conference with Deloitte team re same (.3); prepare for telephone conference with Company and B. Allen re regulatory responses (.2); conference with Company and B. Allen re same (.3); manage review of documents re same (.8); review and revise letter to FTX re preservation of Slack documents (.2).
Total		347.50	

Document Page 573 of 840
KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077662
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 132,930.00

Total legal services rendered

\$ 132,930.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.10	1,605.00	160.50
Megan Bowsher	1.50	395.00	592.50
Megan Buenviaje	0.60	475.00	285.00
Christopher Costello	1.90	1,195.00	2,270.50
Shayne Henry	7.90	1,310.00	10,349.00
Richard U. S. Howell, P.C.	0.70	1,620.00	1,134.00
Casey McGushin	7.90	1,415.00	11,178.50
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Laura K. Riff	36.20	1,405.00	50,861.00
Jimmy Ryan	0.30	885.00	265.50
Michael B. Slade	29.70	1,855.00	55,093.50
TOTALS	87.20		\$ 132,930.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Christopher Costello	0.50	Telephone conference with L. Riff re response to UCC document requests.
02/01/23	Christopher Costello	0.60	Review and analyze documents for response to UCC document requests.
02/01/23	Christopher Costello	0.80	Telephone conference with E. Garcia, D. Miller and L. Riff re analysis of documents for confidentiality obligations (.5); strategize re response to UCC document requests (.3).
02/01/23	Casey McGushin	2.30	Draft investigation report re executive payments (1.3); revise same (1.0).
02/02/23	Megan Buenviaje	0.60	Review documents re investigation production.
02/02/23	Shayne Henry	7.70	Revise insider compensation investigation report (3.9); correspond with C. McGushin re same (3.8).
02/02/23	Casey McGushin	2.30	Draft and revise investigation report re payments to executives.
02/02/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, M. Slade, K&E team re regulatory considerations.
02/02/23	Michael B. Slade	1.00	Telephone conference with S. Henry, L. Riff and K&E team re diligence requests.
02/02/23	Michael B. Slade	0.50	Telephone conference with C. Okike, K&E team re regulatory status.
02/03/23	Megan Bowsher	0.40	Review production to UCC (.2); revise production tracker re same (.2).
02/03/23	Jimmy Ryan	0.30	Telephone conference with R. Jacobson re UCC diligence requests.
02/03/23	Michael B. Slade	1.10	Telephone conference with UCC re case status (.3); review, analyze responses to UCC diligence requests (.8).
02/05/23	Michael B. Slade	0.40	Review, analyze UCC diligence requests.
02/06/23	Bob Allen, P.C.	0.10	Correspond with L. Riff, K&E team re UCC requests and related matters.
02/06/23	Laura K. Riff	2.70	Review and analyze documents re UCC diligence requests (1.5); manage review and production re same (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Michael B. Slade	1.20	Telephone conference with Company re UCC diligence responses (.5); review, analyze diligence responses re same (.7).
02/07/23	Richard U. S. Howell, P.C.	0.70	Review and revise deposition materials.
02/07/23	Casey McGushin	1.70	Review and analyze Company communications re use in investigation report.
02/07/23	Laura K. Riff	2.90	Telephone conference with M. Slade and UCC re diligence requests (.5); conference with Company re same (.5); review, analyze production of documents re same (1.9).
02/07/23	Michael B. Slade	0.80	Review, analyze investigation report.
02/07/23	Michael B. Slade	1.30	Telephone conference with Brown Rudnick team, L. Riff re diligence requests (.5); review, analyze diligence requests re same (.8).
02/08/23	Laura K. Riff	3.80	Review, analyze documents for production re UCC diligence requests.
02/08/23	Michael B. Slade	1.20	Correspond with UCC counsel re diligence requests.
02/09/23	Laura K. Riff	1.30	Review, analyze documents re creditors' committee diligence requests.
02/09/23	Michael B. Slade	0.90	Review, analyze investigation report.
02/09/23	Michael B. Slade	0.50	Telephone conference with Company re diligence requests.
02/10/23	Megan Bowsher	0.30	Review diligence production to UCC (.2); revise production tracker re same (.1).
02/10/23	Casey McGushin	0.30	Interview re investigation witness.
02/10/23	Michael B. Slade	1.20	Telephone conference with Company and L. Riff re UCC diligence requests (.3); review, analyze UCC diligence requests (.9).
02/12/23	Laura K. Riff	2.20	Manage production of documents to UCC re UCC diligence requests (1.0); correspond with E. Garcia and R. Guzman re same (.5); review and analyze documents re same (.7).
02/13/23	Megan Bowsher	0.40	Review diligence productions re UCC (.2); revise production tracker re same (.2).
02/13/23	Laura K. Riff	2.90	Telephone conference with M. Slade and Company re responses to Brown Rudnick UCC diligence requests (1.7); review and analyze documents re same (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/23	Laura K. Riff	3.00	Telephone conference with E. Garcia and K&E team re document production re UCC (.5); review and analyze documents re same (.8); prepare same for production (1.7).
02/14/23	Michael B. Slade	3.20	Attend interviews by UCC counsel (2.4); correspond with L. Riff, K&E team re UCC diligence requests (.8).
02/15/23	Laura K. Riff	4.30	Telephone conference with counsel for UCC re diligence requests (.5); telephone conference with Company re same (.5); telephone conference with E. Garcia, K&E team re document production to UCC (.5); prepare same for production (2.8).
02/16/23	Laura K. Riff	2.90	Telephone conference with Company re UCC diligence requests (.5); prepare responses re same (2.4).
02/16/23	Michael B. Slade	0.80	Telephone conference with C. McGushin, K&E team re investigation.
02/16/23	Michael B. Slade	0.60	Review, analyze UCC diligence requests.
02/17/23	Michael B. Slade	0.10	Telephone conference with UCC re data requests.
02/20/23	Laura K. Riff	1.60	Review, analyze responses re UCC diligence requests.
02/21/23	Shayne Henry	0.20	Correspond with F. Petrie, K&E team re valuation experts.
02/21/23	Laura K. Riff	0.80	Review, analyze responses re UCC diligence requests.
02/21/23	Michael B. Slade	2.00	Prepare Y. Mushkin and J. Mayers re interview.
02/21/23	Michael B. Slade	1.30	Telephone conference with UCC re data issues (.3); telephone conference with UCC and R. Loban (1.0).
02/22/23	Laura K. Riff	0.70	Review and analyze documents for production to UCC.
02/22/23	Michael B. Slade	0.80	Review, analyze UCC diligence re UCC conference.
02/23/23	Laura K. Riff	2.80	Conference with M. Slade and UCC counsel re diligence request responses (.5); draft responses re same (1.0); review and analyze documents re same (.3); review documents for production to UCC (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/23	Michael B. Slade	4.40	Telephone conference with UCC re outstanding diligence (1.0); attend meeting with witness (2.9); telephone conference with UCC re document request (.5).
02/24/23	Megan Bowsher	0.40	Review productions to UCC (.2); revise UCC production tracker re same (.2).
02/27/23	Laura K. Riff	1.90	Telephone conference with Company re UCC diligence requests, responses (.5); review, analyze documents re same (1.4).
02/27/23	Michael B. Slade	3.30	Telephone conference with witness re UCC requests (2.0); telephone conference with UCC re diligence items (.9); correspond with UCC re same (.4).
02/28/23	Casey McGushin	1.30	Correspond with potential experts re investigation (.4); conference with potential experts re engagement re same (.9).
02/28/23	Laura K. Riff	2.40	Review, analyze re UCC due diligence requests.
02/28/23	Michael B. Slade	2.00	Participate in interview of J. Mayers (1.0); participate in interview of Y. Mushkin (1.0).
02/28/23	Michael B. Slade	1.10	Correspond with UCC re UCC diligence requests (.4) review, analyze re same (.7).
Total		87.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077667
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 5,786.50

Total legal services rendered

\$ 5,786.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.20	735.00	882.00
Sarah R. Margolis	1.70	995.00	1,691.50
Isabella J. Paretti	1.00	735.00	735.00
Jimmy Ryan	2.80	885.00	2,478.00
TOTALS	6.70		\$ 5,786.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/23	Sarah R. Margolis	0.10	Correspond with creditor re inquiry.
02/13/23	Isabella J. Paretti	1.00	Correspond with Kroll re pro se customer claims (.4); review customer materials re same (.6).
02/20/23	Jimmy Ryan	1.40	Correspond with S. Margolis, K&E team and customers re customer inquiries (.5); telephone conference with customers re same (.9).
02/21/23	Trevor Eck	1.20	Research re pro se creditor inquiry issue.
02/21/23	Sarah R. Margolis	0.30	Telephone conference with creditor re wire transfer.
02/22/23	Sarah R. Margolis	0.70	Review, analyze creditor inquiries (.5); correspond with creditor re claim, related analysis (.2).
02/23/23	Sarah R. Margolis	0.10	Correspond with Kroll team re pro se creditor inquiry, notice.
02/23/23	Jimmy Ryan	0.50	Correspond with R. Jacobson, K&E team re pro se creditor inquiries.
02/24/23	Jimmy Ryan	0.70	Correspond with Kroll re pro se creditor inquiries.
02/25/23	Sarah R. Margolis	0.20	Correspond with pro se creditors re account inquiries.
02/28/23	Sarah R. Margolis	0.30	Correspond with Kroll team re pro se claimant (.1); review, analyze claimant correspondence (.2).
02/28/23	Jimmy Ryan	0.20	Correspond with Kroll re pro se creditor inquiries.
Total		6.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077668
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through February 28, 2023
(see attached Description of Legal Services for detail)

\$ 108,418.00

Total legal services rendered

\$ 108,418.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	9.00	735.00	6,615.00
Julia R. Foster	0.30	480.00	144.00
Richard U. S. Howell, P.C.	0.90	1,620.00	1,458.00
Rob Jacobson	20.50	1,155.00	23,677.50
Mike James Koch	0.90	735.00	661.50
Sarah R. Margolis	2.10	995.00	2,089.50
Christine A. Okike, P.C.	12.40	1,850.00	22,940.00
Isabella J. Paretti	20.00	735.00	14,700.00
Francis Petrie	13.50	1,295.00	17,482.50
Laura K. Riff	3.90	1,405.00	5,479.50
Michael B. Slade	7.10	1,855.00	13,170.50
TOTALS	90.60		\$ 108,418.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/23	Christine A. Okike, P.C.	2.30	Review, analyze wallet infrastructure presentation (.9); telephone conference with Company re same (.1); telephone conference with Brown Rudnick, Troutman, F. Petrie, K&E team re wallet motion (.3); telephone conference with Company, M3, Elementus, Brown Rudnick, BRG, Haynes and Boone, F. Petrie, K&E team re wallet infrastructure (1.0).
02/01/23	Francis Petrie	1.50	Telephone conference with UCC re wallet technology and diligence.
02/01/23	Laura K. Riff	3.90	Telephone conference with C. Costello re review of documents for confidentiality prior to producing in response to diligence requests from creditors' committee (.5); telephone conference with Company re responding to creditors' committee diligence requests (.5); review and analyze documents for same (1.6); manage review for same (1.3).
02/01/23	Michael B. Slade	1.40	Telephone conference with counsel for ad hoc committee re wallet schedule (.5); draft response re wallet letter (.9).
02/02/23	Christine A. Okike, P.C.	0.60	Review, analyze wallet issues (.3); correspond with Company re same (.3).
02/02/23	Francis Petrie	0.60	Draft correspondence re wallet update (.3); review, analyze objections re same (.3).
02/03/23	Christine A. Okike, P.C.	1.00	Correspond with Company re wallet holder inquiry (.1); telephone conference with Company, Brown Rudnick, M3, Elementus, BRG, Haynes and Boone and K&E teams re wallet infrastructure (.9).
02/09/23	Christine A. Okike, P.C.	0.30	Telephone conference with M. Renzi re wallet issues.
02/10/23	Christine A. Okike, P.C.	0.80	Review, analyze wallet presentation (.3); telephone conference with Company and BRG team re same (.5).
02/10/23	Isabella J. Paretti	2.60	Correspond with S. Margolis re wallet information requests (.1); correspond with F. Petrie re same (.2); review, analyze wallet pleadings, creditor inquiry tracker and related research re same (2.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/23	Francis Petrie	0.60	Review, analyze wallet diligence request (.2); correspond with S. Margolis, K&E team re same (.4).
02/10/23	Michael B. Slade	0.60	Review, analyze wallet creditor diligence requests re wallet issues.
02/11/23	Isabella J. Paretti	5.10	Review, revise diligence responses re wallet withdrawal motion (1.6); correspond with F. Petrie re same (.2); conference with M. Slade, F. Petrie re same (.1); further revise diligence responses re same (3.2).
02/11/23	Francis Petrie	0.50	Review, analyze wallet diligence (.3); correspond with I. Paretti, K&E team re same (.2).
02/11/23	Michael B. Slade	1.30	Telephone conference with F. Petrie re wallet discovery (.1); correspond with F. Petrie re same (.5); review, analyze investigation report re same (.7).
02/13/23	Sarah R. Margolis	0.30	Telephone conference with I. Paretti re committee requests re wallet diligence (.1); review, analyze same (.2).
02/13/23	Christine A. Okike, P.C.	1.30	Telephone conference with Company, Brown Rudnick and BRG teams re wallet preference analysis (.5); telephone conferences with Moelis team re treatment of Wallet (.8).
02/13/23	Isabella J. Paretti	1.20	Conference with S. Margolis re wallet diligence requests (.1); correspond with S. Margolis re same (.2); correspond with F. Petrie re revised responses re same (.2); review, revise correspondence re same (.3); correspond with BRG re same (.2); conference with F. Petrie re same (.2).
02/13/23	Francis Petrie	0.50	Review, analyze diligence, research re wallet information requests (.3); correspond with I. Paretti, K&E team, BRG team re same (.2).
02/14/23	Mike James Koch	0.60	Draft agenda re status conference re wallet motion (.5); correspond with F. Petrie re same (.1).
02/14/23	Isabella J. Paretti	0.30	Correspond with L. Riff re wallet diligence for the unsecured creditors committee (.1); review, analyze diligence, data re same (.2).
02/15/23	Christine A. Okike, P.C.	0.20	Telephone conference with M. Slade re wallet issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/16/23	Ziv Ben-Shahar	2.40	Conference with S. Margolis, K&E team re wallet matters and potential objections (.2); research re same (2.2).
02/16/23	Mike James Koch	0.30	Draft agenda re status conference re wallet motion (.2); correspond with M. Reiney, F. Petrie re same (.1).
02/16/23	Sarah R. Margolis	1.40	Research matters re wallet withdrawal relief (1.1); telephone conference with M. Zurek, working group re same (.2); correspond with I. Paretti re wallet claimant (.1).
02/16/23	Christine A. Okike, P.C.	1.20	Review, analyze preference issues (.4); telephone conference with BRG team re Ad Hoc Wallet Committee diligence requests (.7); review, analyze responses to same (.1).
02/16/23	Isabella J. Paretti	0.90	Correspond with F. Petrie, K&E team, BRG re wallet diligence requests (.4); conference with C. Okike, K&E team, BRG re same (.3); correspond with M. Reiney re same (.2).
02/16/23	Isabella J. Paretti	2.60	Research milestones re wallet, related considerations in Company and FTX chapter 11 proceedings (.7); draft correspondence re same (1.7); correspond with F. Petrie, C. Okike re same (.2).
02/16/23	Francis Petrie	3.20	Telephone conferences with Company re diligence requests (.5); telephone conference with C. Koenig re preference case law (.5); review, analyze case research re same (.4); telephone conferences with BRG team re outstanding wallet issues (.7); correspond with I. Paretti, K&E team re assignability research (.4), review, analyze same (.7).
02/16/23	Francis Petrie	0.60	Review and revise hearing agenda re status conference re wallet motion.
02/17/23	Rob Jacobson	8.00	Draft responses to AHG diligence requests (3.9); correspond with M. Slade, I. Paretti, K&E team re same (.9); review, revise same (2.8); review, analyze diligence research re same (.4).
02/17/23	Christine A. Okike, P.C.	0.50	Review, analyze responses to ad hoc committee diligence requests re wallet motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/17/23	Isabella J. Paretti	5.50	Correspond with Company, BRG re conference re wallet diligence (.2); correspond with M. Reiney re same (.1); conference with F. Petrie, K&E team, Company, BRG re same (.2); conference with K. Welch re same (.2); conference with R. Jacobson re same (.6); correspond with R. Jacobson re same (.2); review, revise letter to ad hoc committee re same (3.9); correspond with M. Slade, K&E team re same (.1).
02/17/23	Francis Petrie	2.20	Telephone conference with Company re outstanding wallet diligence requests (.2); review, analyze diligence, research, correspondence from I. Paretti, K&E team re same (2.0).
02/18/23	Richard U. S. Howell, P.C.	0.20	Review, analyze wallet motion.
02/18/23	Rob Jacobson	2.10	Review, revise responses re ad hoc committee of wallet account holders diligence requests.
02/18/23	Michael B. Slade	0.80	Review, revise wallet letter.
02/19/23	Rob Jacobson	0.80	Review, revise wallet diligence responses (.6); correspond with F. Petrie, K&E team re same (.2).
02/19/23	Christine A. Okike, P.C.	0.20	Telephone conference with J. Sussberg and M. Slade re Wallet.
02/19/23	Francis Petrie	1.30	Review, analyze diligence , wallet pleadings, correspondence from I. Paretti, K&E team, BRG re wallet response letter (1.1); correspond with R. Jacobson, K&E team re same (.2).
02/19/23	Michael B. Slade	0.60	Review and revise wallet letter.
02/20/23	Rob Jacobson	3.60	Review, revise diligence responses re wallet relief (2.8); correspond with Company, F. Petrie, K&E team re same (.8).
02/20/23	Christine A. Okike, P.C.	1.20	Prepare for wallet hearing (.6); review, analyze responses to ad hoc wallet group's diligence requests (.4); telephone conference with M. Slade re wallet strategy (.2).
02/20/23	Isabella J. Paretti	0.50	Review, analyze pleadings re wallet relief (.3); correspond with Z. Ben-Shahar re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/20/23	Francis Petrie	2.50	Draft correspondence, pleadings re wallet status (.7); telephone conference with R. Jacobson, K&E team re same (.2); correspond with R. Jacobson, K&E team re same (.6); draft, revise board update re wallet status (.4); correspond with R. Jacobson, K&E team re same (.1); prepare for status conference (.5).
02/20/23	Michael B. Slade	1.10	Telephone conference with UCC and Troutman Pepper re wallet motion (.3); correspond with R. Jacobson, K&E team re wallet hearing (.8).
02/21/23	Richard U. S. Howell, P.C.	0.70	Review, analyze pleadings re wallet motion (.4); correspond with M. Slade, F. Petrie and R. Jacobson re same (.3).
02/21/23	Rob Jacobson	2.90	Review, revise responses to wallet diligence requests (2.6); correspond with Company, M. Slade, K&E team re same (.3).
02/21/23	Christine A. Okike, P.C.	2.30	Review, analyze wallet strategy (.4); telephone conference with F. Petrie re same (.3); review, analyze ad hoc wallet group diligence requests (.9); review responses re same (.7).
02/21/23	Michael B. Slade	0.40	Review and revise wallet letter.
02/22/23	Julia R. Foster	0.30	Correspond with F. Pisano re February 21, 2023 wallet motion status conference transcript.
02/22/23	Rob Jacobson	1.90	Review, revise wallet diligence (.9); review, analyze correspondence from Company re same (.3); correspond with M. Slade, C. Okike re same (.2); conference with Walkers, JPLs re wallet withdrawal updates (.5).
02/22/23	Christine A. Okike, P.C.	0.50	Telephone conference with JPLs, Walkers, R. Jacobson, K&E team re wallet update.
02/22/23	Isabella J. Parette	0.20	Correspond with C. Okike re wallet diligence (.1); review, analyze diligence, research re same (.1).
02/23/23	Michael B. Slade	0.90	Review and revise wallet letter.
02/26/23	Ziv Ben-Shahar	2.80	Research re wallet motion reply (2.5); draft memorandum re same (.3).
02/27/23	Ziv Ben-Shahar	3.80	Research case law re wallet transfers (1.2); draft memorandum re same (2.0); correspond with T. Eck, M. Zurek, S. Margolis re same (.6).

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077668

BlockFi Inc.

Matter Number:

54119-29

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/23	Sarah R. Margolis	0.40	Correspond with Z. Ben Shahar re wallet legal research matters (.1); research re same (.3).
02/28/23	Rob Jacobson	1.20	Review, analyze issues re ad hoc group letter re wallet matters (.8); correspond with S. Margolis, K&E team re same (.4).
02/28/23	Isabella J. Paretti	1.10	Correspond with R. Jacobson, S. Margolis re ad hoc committee of wallet holders (.2); review, analyze letter re same (.9).
Total		90.60	

March 2023

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077616

Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 30,093.00

Total legal services rendered

\$ 30,093.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.10	735.00	808.50
Cade C. Boland	0.10	985.00	98.50
Meghan E. Guzaitis	7.30	550.00	4,015.00
Shayne Henry	3.50	1,310.00	4,585.00
Richard U. S. Howell, P.C.	2.50	1,620.00	4,050.00
Rob Jacobson	0.50	1,155.00	577.50
Casey McGushin	0.40	1,415.00	566.00
Brian Nakhaimousa	0.60	995.00	597.00
Christine A. Okike, P.C.	3.20	1,850.00	5,920.00
Alexandra Schrader	0.40	985.00	394.00
Michael B. Slade	2.10	1,855.00	3,895.50
Josh Sussberg, P.C.	0.30	2,045.00	613.50
Katie J. Welch	3.50	1,135.00	3,972.50
TOTALS	25.50		\$ 30,093.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Casey McGushin	0.40	Participate in telephone conference with Company, M. Slade, K&E team re various case strategy issues.
03/01/23	Christine A. Okike, P.C.	1.00	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re legal strategy.
03/01/23	Michael B. Slade	0.50	Telephone conference with Company, Haynes and Boone, K&E team re litigation updates.
03/02/23	Josh Sussberg, P.C.	0.10	Correspond with R. Kanowitz re class action complaint.
03/06/23	Cade C. Boland	0.10	Review docket filings re adversary proceeding.
03/08/23	Rob Jacobson	0.50	Correspond with K. Welch, K&E team re litigation updates, next steps (.2); prepare for same (.3).
03/08/23	Katie J. Welch	0.10	Telephone conference with R. Jacobson, K&E team re litigation updates.
03/09/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re litigation work streams.
03/09/23	Michael B. Slade	0.50	Telephone conference with Company re litigation updates.
03/10/23	Richard U. S. Howell, P.C.	2.20	Attend video conference to develop strategy re upcoming depositions (.5); attend deposition preparation session (1.7).
03/10/23	Michael B. Slade	0.50	Telephone conference with S. Henry, K&E litigation team re next steps.
03/11/23	Shayne Henry	0.20	Correspond with C. McGushin re deposition binders.
03/11/23	Richard U. S. Howell, P.C.	0.30	Review supporting materials in preparation for Committee depositions.
03/12/23	Shayne Henry	3.30	Compile deposition preparation binder re transaction and compensation.
03/12/23	Katie J. Welch	1.80	Review, analyze documents re open litigation issues.
03/13/23	Meghan E. Guzaitis	0.90	Organize documents for witness prep sessions.
03/13/23	Katie J. Welch	0.20	Summarize key documents re litigation issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Josh Sussberg, P.C.	0.20	Review emergent status (.1); correspond with C. Okike re same (.1).
03/15/23	Ziv Ben-Shahar	1.10	Review pleadings re Emergent Fidelity adversary proceeding (.5); draft summary re same (.4); correspond with R. Jacobson, K&E team re same (.2).
03/15/23	Katie J. Welch	1.40	Review and summarize diligence re litigation issues.
03/18/23	Michael B. Slade	0.30	Correspond with R. Howell re subpoenas (.2); review same (.1).
03/19/23	Christine A. Okike, P.C.	0.50	Telephone conference with M. Slade, K&E team re litigation strategy.
03/19/23	Alexandra Schrader	0.40	Telephone conference with C. Boland and K&E team re litigation strategy (.2); correspond with C. McGushin re same (.2).
03/19/23	Michael B. Slade	0.30	Telephone conference with S. Henry, K&E team re litigation strategy and next steps.
03/20/23	Meghan E. Guzaitis	0.80	Compile documents for attorney review in deposition preparation.
03/23/23	Brian Nakhaimousa	0.60	Conference with Haynes and Boone re Emergent Fidelity adversary proceeding agenda (.1); draft amended agenda re same (.3); correspond with Haynes and Boone, Cole Schotz, F. Petrie, K&E team re same (.2).
03/29/23	Meghan E. Guzaitis	1.60	Prepare documents re deposition preparation.
03/29/23	Meghan E. Guzaitis	0.40	Prepare errata sheets re depositions.
03/30/23	Meghan E. Guzaitis	1.40	Prepare documents re deposition preparation.
03/31/23	Meghan E. Guzaitis	0.90	Compile and submit case documents for expert review in fact development.
03/31/23	Meghan E. Guzaitis	1.30	Prepare documents re deposition preparation.
03/31/23	Christine A. Okike, P.C.	1.10	Review and revise response to ad hoc loan group (.9); correspond with Haynes & Boone and K&E teams re same (.2).
Total		25.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077619
Client Matter: 54119-4

In the Matter of Automatic Stay Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 6,706.50

Total legal services rendered

\$ 6,706.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	2.30	735.00	1,690.50
Julia R. Foster	0.50	480.00	240.00
Mason N. Zurek	4.80	995.00	4,776.00
TOTALS	7.60		\$ 6,706.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Julia R. Foster	0.50	Draft motion to enforce automatic stay.
03/03/23	Mason N. Zurek	3.50	Correspond with R. Jacobson re stay enforcement motion (.2); draft and revise same (1.7); review precedent re same (.8); draft and revise declaration re same (.8).
03/04/23	Mason N. Zurek	0.70	Draft and revise stay enforcement motion and declarations in support of same (.6); correspond with R. Jacobson re same (.1).
03/05/23	Mason N. Zurek	0.60	Review and revise stay enforcement motion and declaration in support of same.
03/31/23	Ziv Ben-Shahar	2.30	Research re automatic stay issues re government inquiries (.8); draft memorandum re same (1.5).
Total		7.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077622
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 68,215.00

Total legal services rendered

\$ 68,215.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.10	1,605.00	160.50
Ziv Ben-Shahar	0.70	735.00	514.50
Trevor Eck	9.50	735.00	6,982.50
Julia R. Foster	2.50	480.00	1,200.00
David Hackel	4.10	735.00	3,013.50
Rob Jacobson	6.70	1,155.00	7,738.50
Mike James Koch	3.60	735.00	2,646.00
Sarah R. Margolis	3.00	995.00	2,985.00
Brian Nakhaimousa	6.00	995.00	5,970.00
Christine A. Okike, P.C.	9.40	1,850.00	17,390.00
Isabella J. Paretto	4.50	735.00	3,307.50
Francis Petrie	2.90	1,295.00	3,755.50
Margaret Reiney	1.50	1,155.00	1,732.50
Jimmy Ryan	2.90	885.00	2,566.50
Luke Spangler	3.30	325.00	1,072.50
Josh Sussberg, P.C.	2.10	2,045.00	4,294.50
Mason N. Zurek	2.90	995.00	2,885.50
TOTALS	65.70		\$ 68,215.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Trevor Eck	0.70	Telephone conference with F. Petrie, K&E team re case status and next steps (.5); review, revise case timeline re same (.2).
03/01/23	Julia R. Foster	0.60	Telephone conference with F. Petrie, K&E team re case status and next steps (.5); prepare re same (.1).
03/01/23	David Hackel	0.70	Conference with R. Jacobson, K&E team re case status, next steps (.5); review, analyze summaries re same (.2).
03/01/23	Rob Jacobson	1.10	Review, revise key dates summary (.6); conference with F. Petrie, K&E team re work in process, next steps (.5).
03/01/23	Mike James Koch	0.50	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
03/01/23	Brian Nakhaimousa	0.60	Conference with F. Petrie, K&E team re work in process.
03/01/23	Isabella J. Paretti	0.60	Conference with F. Petrie, K&E team re work in process.
03/01/23	Francis Petrie	0.60	Telephone conference with R. Jacobson, K&E team re upcoming deadlines and case status.
03/01/23	Jimmy Ryan	0.60	Conference with F. Petrie, K&E team re work in process and next steps.
03/01/23	Luke Spangler	0.60	Telephone conference with F. Petrie, K&E team re case status and upcoming deadlines.
03/01/23	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process.
03/02/23	Trevor Eck	0.30	Review, revise case timeline and workstream status summary.
03/02/23	Josh Sussberg, P.C.	0.10	Telephone conference with S. Vogel re case status.
03/03/23	Trevor Eck	0.60	Telephone conference with R. Jacobson, K&E team re case status, next steps (.3); review, revise workstream summary re same (.3).
03/03/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re case status, next steps (.3); review, analyze workstream summary re same (.1).
03/03/23	Rob Jacobson	0.50	Conference with M. Reiney, K&E team re work in process, next steps (.3); prepare re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Mike James Koch	0.30	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
03/03/23	Sarah R. Margolis	1.00	Review, revise workstream summary (.5); correspond with T. Eck re same (.2); telephone conference with R. Jacobson, K&E team re work in process (.3).
03/03/23	Brian Nakhaimousa	0.60	Review, revise work in process summary (.3); conference with R. Jacobson, K&E team re same (.3).
03/03/23	Isabella J. Paretti	0.30	Conference with M. Reiney, K&E team re work in process.
03/03/23	Jimmy Ryan	0.30	Telephone conference with R. Jacobson, K&E team re work in process and next steps.
03/03/23	Josh Sussberg, P.C.	0.50	Telephone conference with Company re case status.
03/03/23	Mason N. Zurek	0.40	Telephone conference with F. Petrie, K&E team re work in process (.3); review, analyze summary re same (.1).
03/05/23	Rob Jacobson	0.70	Review, revise key dates summary (.6); correspond with T. Eck re same (.1).
03/06/23	Trevor Eck	1.30	Correspond with Haynes and Boone, Cole Schotz, F. Petrie, K&E team re upcoming case dates and deadlines (.2); review, revise workstream status summary and key dates timeline re case updates (.6); correspond with B. Nakhaimousa, K&E team, Moelis re case hearings and key events summary (.5).
03/06/23	Julia R. Foster	0.90	Correspond with R. Jacobson, B. Nakhaimousa re March 2023 hearings (.5); compile recently filed pleadings (.4).
03/06/23	Francis Petrie	0.50	Telephone conference with R. Jacobson and M. Reiney re work in process.
03/07/23	Trevor Eck	0.90	Telephone conference with F. Petrie, K&E team re case status, next steps (.5); review, revise summaries re same (.4).
03/07/23	Julia R. Foster	0.50	Participate in K&E team conference meeting re work in process.
03/07/23	David Hackel	0.60	Conference with R. Jacobson, K&E team re case status, next steps (.5); review, revise summaries re same (.1).
03/07/23	Rob Jacobson	0.50	Conference with F. Petrie, K&E team re work in process, next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/23	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
03/07/23	Sarah R. Margolis	0.30	Correspond with T. Eck re work in process tracker (.1); telephone conference with R. Jacobson, K&E team re case status, work in process (.2).
03/07/23	Brian Nakhaimousa	0.60	Review, revise work in process summary (.1); conference with F. Petrie, K&E team re work in process, next steps (.5).
03/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, J. Sussberg, K&E team re key work streams.
03/07/23	Isabella J. Paretti	0.50	Conference with F. Petrie, K&E team re work in process (.4); correspond with T. Eck re same (.1).
03/07/23	Jimmy Ryan	0.70	Correspond with T. Eck, K&E team re work in process and next steps (.2); conference with M. Reiney, K&E team re same (.5).
03/07/23	Luke Spangler	0.70	Telephone conference with F. Petrie, K&E team re case status, next steps (.5); compile recently filed pleadings (.2).
03/07/23	Josh Sussberg, P.C.	0.30	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case updates.
03/07/23	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.5); review summary re same (.1).
03/07/23	Mason N. Zurek	0.10	Review and revise work in process summary.
03/08/23	Trevor Eck	0.20	Correspond with R. Jacobson, BRG re upcoming key dates and deadlines.
03/10/23	Trevor Eck	0.70	Telephone conference with R. Jacobson, K&E team re case status, next steps (.4); review revise summaries re same (.3).
03/10/23	David Hackel	0.10	Conference with R. Jacobson, K&E team re case status, next steps.
03/10/23	Rob Jacobson	0.50	Conference with M. Reiney, K&E team re work in process, next steps (.3); conference with Haynes and Boone team re work in process, coordination (.2).
03/10/23	Mike James Koch	0.20	Conference with R. Jacobson, K&E team re critical workstreams, work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/23	Sarah R. Margolis	0.40	Telephone conference with R. Jacobson, K&E team re work in process, case status.
03/10/23	Brian Nakhaimousa	0.50	Review, revise work in process summary (.2); attend conference with R. Jacobson, K&E team re work in process, next steps (.3).
03/10/23	Isabella J. Paretti	0.50	Conference with M. Reiney, K&E team re work in process.
03/10/23	Jimmy Ryan	0.50	Correspond with T. Eck, K&E team re work in process and next steps (.2); video conference with M. Reiney, K&E team re same (.3).
03/10/23	Mason N. Zurek	0.30	Telephone conference with F. Petrie, K&E team re work in process (.2); review summary re same (.1).
03/12/23	Trevor Eck	0.30	Correspond with R. Jacobson re weekly key dates and deadlines.
03/12/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re work in process, next steps.
03/12/23	Margaret Reiney	0.50	Conference with R. Jacobson, K&E team re work in process.
03/13/23	Trevor Eck	0.80	Review, revise key dates and deadlines tracker re case updates (.5); review, revise workstream status summary re same (.3).
03/13/23	Christine A. Okike, P.C.	0.90	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
03/13/23	Luke Spangler	0.20	Compile recently filed pleadings.
03/14/23	Ziv Ben-Shahar	0.50	Conference with R. Jacobson, K&E team re case updates.
03/14/23	Trevor Eck	1.40	Telephone conference with F. Petrie, K&E team re case status, next steps (.5); review, revise status summaries re same (.3); review, revise key dates and deadline summary re same (.6).
03/14/23	Julia R. Foster	0.50	Telephone conference with F. Petrie, K&E team re work in process.
03/14/23	David Hackel	0.50	Conference with R. Jacobson, K&E team re case status, next steps.
03/14/23	Mike James Koch	0.40	Conference with F. Petrie, K&E team re critical workstreams, work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Sarah R. Margolis	0.70	Review, revise work in process summary (.1); correspond with T. Eck re same (.1); telephone conference with M. Reiney, K&E team re case status, workstreams (.5).
03/14/23	Brian Nakhaimousa	0.70	Review, revise work in process summary (.2); conference with F. Petrie, K&E team re work in process, next steps (.5).
03/14/23	Isabella J. Parette	0.70	Conference with F. Petrie, K&E team re work in process (.5); review, revise workstream summary re same (.2).
03/14/23	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
03/14/23	Luke Spangler	0.80	Compile recently filed pleadings (.3); telephone conference with F. Petrie, K&E team re case status, next steps (.5).
03/14/23	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.4); review summary re same (.2).
03/15/23	Bob Allen, P.C.	0.10	Conference with C. Okike, K&E team re work in process.
03/15/23	David Hackel	1.50	Draft hearing and status conference update re prior and upcoming hearings (1.4); correspond with M. Reiney re same (.1).
03/15/23	Rob Jacobson	0.80	Conference with F. Petrie, K&E team re work in process, next steps (.5); prepare for same (.3).
03/15/23	Mike James Koch	0.30	Draft agenda re March 23, 2023 hearing (.2); correspond with M. Reiney, J. Ryan re same (.1).
03/15/23	Christine A. Okike, P.C.	1.00	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams (.5); telephone conference with Moelis, BRG, Haynes and Boone, F. Petrie and K&E team re same (.5).
03/15/23	Francis Petrie	0.20	Telephone conference with R. Jacobson, K&E team re work in process.
03/16/23	Trevor Eck	0.60	Correspond with F. Petrie, R. Jacobson re upcoming key case deadlines (.2); draft schedule re same (.4).
03/16/23	Rob Jacobson	0.20	Conference with F. Petrie, J. Chavez re work in process, next steps (.1); prepare for same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/23	Brian Nakhaimousa	0.60	Review, revise agenda re sale hearing (.5); correspond with M. Koch, M. Reiney re same (.1).
03/16/23	Francis Petrie	0.30	Telephone conference with Haynes and Boone team re case updates and coordination.
03/17/23	Ziv Ben-Shahar	0.20	Conference with M. Reiney, K&E team re case updates.
03/17/23	Trevor Eck	1.30	Telephone conference with M. Reiney, K&E team re case status, next steps (.3); review revise process and key deadline summary re same (1.0).
03/17/23	David Hackel	0.30	Conference with T. Eck, K&E team re case status, next steps (.2); review, revise work in process summary re same (.1).
03/17/23	Mike James Koch	0.40	Review, revise agenda re March 23 hearing (.2); correspond with B. Nakhaimousa re same (.1); correspond with M. Reiney, R. Jacobson re same (.1).
03/17/23	Sarah R. Margolis	0.20	Conference with M. Reiney, K&E team re work in process, case status.
03/17/23	Brian Nakhaimousa	1.40	Review, revise work in process summary, calendar of events (1.2); conference with M. Reiney, K&E team re work in process (.2).
03/17/23	Brian Nakhaimousa	0.10	Correspond with M. Koch re revised agenda re sale hearing.
03/17/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/17/23	Jimmy Ryan	0.30	Telephone conference with M. Reiney, K&E team re work in process and next steps.
03/17/23	Mason N. Zurek	0.30	Telephone conference with M. Reiney, K&E team re work in process (.2); review and revise summary re same (.1).
03/19/23	Trevor Eck	0.20	Correspond with R. Jacobson re upcoming case dates and deadlines.
03/19/23	Rob Jacobson	0.50	Review, revise case calendar re upcoming hearings, deadlines.
03/19/23	Josh Sussberg, P.C.	0.40	Telephone conference with C. Okike re next steps.
03/20/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re case status, next steps.
03/20/23	Mike James Koch	0.30	Review, revise agenda re sale hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Mike James Koch	0.20	Correspond with B. Nakhaimousa, K&E team re agenda re sale hearing.
03/20/23	Mike James Koch	0.20	Correspond with F. Petrie, Cole Schotz, Haynes and Boone re agenda re sale hearing.
03/20/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/20/23	Isabella J. Paretti	0.10	Review, revise summary re work in process.
03/20/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, M. Reiney re status and work in process.
03/20/23	Margaret Reiney	0.50	Telephone conference with F. Petrie, K&E team re work in process.
03/21/23	Mike James Koch	0.20	Review, revise agenda re March 23 hearing (.1); correspond with F. Petrie re same (.1).
03/21/23	Brian Nakhaimousa	0.80	Review, revise work in process summary (.7); correspond with T. Eck re same (.1).
03/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
03/21/23	Josh Sussberg, P.C.	0.20	Telephone conference with M. Meghji re case status.
03/22/23	Trevor Eck	0.20	Review, revise key dates and deadline summary re case updates.
03/22/23	Brian Nakhaimousa	0.10	Review, revise work in process summary.
03/22/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
03/22/23	Luke Spangler	0.50	Compile recently filed pleadings.
03/23/23	Sarah R. Margolis	0.40	Telephone conference with R. Jacobson re case status, work in process.
03/23/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/23/23	Isabella J. Paretti	1.40	Review sale motion, upcoming deadlines.
03/23/23	Margaret Reiney	0.50	Conference with F. Petrie, K&E team re work in process.
03/24/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
03/24/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/23	Rob Jacobson	0.40	Conference with F. Petrie, M. Reiney re work in process, next steps.
03/27/23	Christine A. Okike, P.C.	0.90	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/27/23	Francis Petrie	0.30	Telephone conference with R. Jacobson, M. Reiney re work in process.
03/27/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.
03/28/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/28/23	Luke Spangler	0.50	Compile recently filed pleadings.
03/28/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.
03/29/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/29/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re press outreach.
03/30/23	Rob Jacobson	0.50	Conference with F. Petrie, C. Okike, M. Reiney, Haynes and Boone team re work in process, next steps (.3); prepare for same (.2).
03/30/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, Haynes & Boone and K&E teams re key work streams (.5); telephone conference with Haynes & Boone and K&E teams re same (.5).
03/30/23	Isabella J. Paretti	0.40	Review recent pleadings (.3); draft summary re same (.1).
03/30/23	Francis Petrie	0.50	Telephone conference with Haynes and Boone team re work in process.
03/30/23	Josh Sussberg, P.C.	0.20	Conference with C. Okike re case status.
03/31/23	Mike James Koch	0.20	Coordinate April 3 status conference logistics.
03/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes & Boone and K&E team re key work streams.
Total		65.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077624

Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 191,988.00

Total legal services rendered

\$ 191,988.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.00	735.00	735.00
David Hackel	0.30	735.00	220.50
Rob Jacobson	8.30	1,155.00	9,586.50
Mike James Koch	12.10	735.00	8,893.50
Brian Nakhaimousa	0.10	995.00	99.50
Christine A. Okike, P.C.	26.50	1,850.00	49,025.00
Francis Petrie	55.60	1,295.00	72,002.00
Margaret Reiney	40.40	1,155.00	46,662.00
Jimmy Ryan	1.10	885.00	973.50
Michael B. Slade	0.50	1,855.00	927.50
Josh Sussberg, P.C.	1.40	2,045.00	2,863.00
TOTALS	147.30		\$ 191,988.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Rob Jacobson	4.90	Draft pleadings re release of funds from Silvergate (2.1); correspond with M. Reiney re same (.6); correspond with F. Petrie re same (.2); research precedent re same (1.1); review local rules, bankruptcy rules re procedure re same (.9).
03/02/23	Mike James Koch	0.70	Draft application in lieu of motion in support of stipulation.
03/02/23	Francis Petrie	3.40	Telephone conferences with M. Reiney, K&E team, Holland & Knight, Company, management re cash management stipulation, bank updates (3.2); correspond with Holland & Knight, Company re same (.2).
03/02/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
03/02/23	Margaret Reiney	6.30	Correspond with Holland & Knight re Silvergate cash management stipulation (.4); review, revise Silvergate remittance pleadings (1.2); research legal issues re same (.5); correspond with F. Petrie, K&E team, management re same (3.2).
03/02/23	Jimmy Ryan	1.10	Correspond with BRG re cash management report (.2); draft same (.9).
03/02/23	Josh Sussberg, P.C.	0.20	Correspond F. Petrie re Silvergate status and next steps.
03/03/23	Rob Jacobson	3.40	Draft pleadings re release of Silvergate funds (2.4); correspond with M. Reiney, F. Petrie, K&E team re same (.6); review, analyze stipulation, diligence re same (.4).
03/03/23	Mike James Koch	0.60	Revise stipulation re release of reserve funds (.5); correspond with M. Reiney re same (.1).
03/03/23	Francis Petrie	5.70	Correspond with M. Reiney, R. Jacobson re Silvergate stipulation and receipt of funds (.6); review stipulation, motion re funds (3.7); telephone conferences with Holland & Knight re same (.4); video conference with Company re same (1.0).
03/03/23	Francis Petrie	1.30	Review and revise pleadings re cash management motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Margaret Reiney	5.50	Review, revise Silvergate cash management stipulation, pleadings (3.5); research legal issues re same (1.4); correspond with F. Petrie, K&E team re same (.6).
03/03/23	Josh Sussberg, P.C.	0.30	Telephone with F. Petrie re Silvergate cash issues (.2); correspond with Cole Schotz, F. Petrie, K&E team re same (.1).
03/05/23	Ziv Ben-Shahar	1.00	Review and analyze Silvergate stipulation (.4); research re same (.6).
03/06/23	Margaret Reiney	2.20	Prepare U.S. Trustee documentation re code section 345 (.8); correspond with Company re bank account status (.5); review agreements re same (.9).
03/07/23	Mike James Koch	1.60	Research, analyze legal issues re section 345 compliance (1.0); correspond with F. Petrie, M. Reiney re same (.6).
03/07/23	Francis Petrie	0.60	Correspond with M. Reiney, K&E team re bank accounts and section 345 compliance.
03/07/23	Margaret Reiney	1.40	Research re cash management 345 compliance (.8); correspond with F. Petrie, K&E team re same (.6).
03/08/23	Mike James Koch	0.70	Correspond with F. Petrie, M. Reiney re bank account compliance.
03/08/23	Francis Petrie	1.30	Correspond with M. Reiney, K&E team re bank account and 345(b) compliance.
03/08/23	Margaret Reiney	2.10	Review cash management research (.8); correspond with F. Petrie, K&E team re same (1.3).
03/09/23	Mike James Koch	0.70	Draft memorandum re cash management system.
03/09/23	Christine A. Okike, P.C.	1.90	Telephone conference with Company, Berkeley Research Group, M3 Advisors, Brown Rudnick, F. Petrie and K&E team re Silicon Valley Bank (.7); analyze Silicon Valley Bank agreements (.7); telephone conferences with Moelis and F. Petrie re same (.5).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077624

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/09/23	Francis Petrie	6.70	Conference with M. Reiney, Company, Committee re bank account considerations (1.7); correspond with banks re account opening (.3); coordinate, draft diligence requests re same (2.1); telephone conferences with M. Reiney, K&E team, Berkeley Research Group teams re account opening (2.6).
03/09/23	Francis Petrie	2.80	Conferences with Brown Rudnick re cash management system.
03/09/23	Margaret Reiney	2.80	Correspond with F. Petrie, K&E team, Company, Committee re cash management (1.9); review agreements and research re same (.9).
03/09/23	Josh Sussberg, P.C.	0.30	Correspond with F. Petrie re Silicon Valley Bank considerations.
03/10/23	David Hackel	0.30	Research, analyze legal issues re Silicon Valley Bank failure.
03/10/23	Mike James Koch	4.90	Research, analyze legal issues re potential cash management motion (.4); attend telephone conference with F. Petrie, K&E team, Company, Berkeley Research Group, Moelis re cash management update (.2); attend telephone conference with M. Reiney, K&E team, Company, Haynes & Boone re same (.8); attend telephone conference with M. Reiney, Company, Western Alliance Bank re same (.1); draft materials re cash management considerations (1.3); draft materials re U.S. Trustee motion to compel considerations (1.8); correspond with F. Petrie, M. Reiney re same (.3).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077624

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/23	Christine A. Okike, P.C.	7.10	Telephone conferences with F. Petrie, K&E team, Company, Haynes & Boone, Moelis and Berkeley Research Group re Silicon Valley Bank, liquidity position and bank counterparty risk (.8); telephone conference with Moelis and Berkeley Research Group re same (2.0); telephone conference with F. Petrie, K&E team, U.S. Trustee, Haynes & Boone, Brown Rudnick and McCarter & English re Silicon Valley Bank and authorized depository agreement (.4); analyze Silicon Valley Bank receivership and impact on Company funds (2.0); telephone conference with F. Petrie, K&E team, Company, Joint Provisional Liquidators, Walkers and Haynes & Boone re same (.6); telephone conference with F. Petrie, K&E team, C Street and Haynes & Boone re same (.3); telephone conference with F. Petrie, K&E team, Company and Haynes & Boone re Silicon Valley Bank situation (.5); correspond with Moelis and Berkeley Research Group re same (.5).
03/10/23	Francis Petrie	9.80	Conference with C. Okike, K&E team, Company, Haynes & Boone, Moelis and Berkeley Research Group re Silicon Valley Bank failure (.8); conference with C. Okike, K&E team, U.S. Trustee, Haynes & Boone, Brown Rudnick and McCarter & English re Silicon Valley Bank and authorized depository agreement (.4); conference with C. Okike, K&E team, Company, Joint Provisional Liquidators, Walkers and Haynes & Boone re same (.6); conference with C. Okike, K&E team, C Street and Haynes & Boone re same (.3); telephone conference with C. Okike, K&E team, Company and Haynes & Boone re Silicon Valley Bank situation (1.5); correspond with banks re account opening (1.3); draft, coordinate diligence requests re same (3.7); telephone conferences with M. Reiney, K&E team, Berkeley Research Group teams re account opening (1.2).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077624

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/23	Margaret Reiney	6.40	Review cash management issues re Silicon Valley Bank (3.8); correspond with F. Petrie, K&E team, Company, BRG re same (1.2); review bank materials re same (1.4).
03/10/23	Josh Sussberg, P.C.	0.50	Correspond with C. Okike re SVB status and money withdrawals (.1); telephone conference with J. Mayers re overall status and U.S. Trustee objection (.4).
03/11/23	Mike James Koch	0.30	Revise agenda re cash management status conference.
03/11/23	Christine A. Okike, P.C.	7.80	Analyze legal issues re Silicon Valley Bank situation (2.8); telephone conference with Berkeley Research Group, Moelis re same (.5); draft talking points re Silicon Valley Bank considerations (3.0); telephone conference with Company, Haynes & Boone team re Silicon Valley Bank (1.5).
03/11/23	Francis Petrie	4.60	Conference with Company, Brown Rudnick re bank account considerations (2.1); draft talking points, correspondence to Company and Brown Rudnick re same (2.5).
03/11/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team, Berkeley Research Group re cash management accounts (1.4); review correspondence re same (.5).
03/11/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re bank account status.
03/12/23	Christine A. Okike, P.C.	2.30	Analyze legal, business issues re Silicon Valley Bank situation (.3); telephone conference with Company re same (.2); review response to U.S. Trustee re bank account information (.1); draft talking points re cash management considerations (1.0); telephone conference with Berkeley Research Group, Haynes and Boone, F. Petrie and K&E teams re Silicon Valley Bank (.7).
03/12/23	Francis Petrie	7.20	Conference with Company, Brown Rudnick re bank account considerations (1.8); telephone conference with Company re hearing re same (1.2); correspond with C. Okike re status and path forward (.4); draft materials for hearing re cash management (3.3); telephone conference with BRG, M. Reiney re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/23	Margaret Reiney	1.80	Correspond with F. Petrie, K&E team, Berkeley Research Group, Company re cash management, accounts (.5); prepare bank account analyses re section 345, Silicon Valley Bank failure, Company cash management issues (1.3).
03/12/23	Michael B. Slade	0.50	Telephone conference with Company, BRG re cash issues and court hearing.
03/13/23	Christine A. Okike, P.C.	1.40	Review bank account schedule (.5); conference with U.S. Trustee re authorized depositories (.2); analyze banking options (.7).
03/13/23	Francis Petrie	2.10	Review and revise materials re cash management system (1.4); correspond with M. Reiney, K&E team, Company re same (.7).
03/13/23	Margaret Reiney	1.50	Correspond with F. Petrie, K&E team, Company re cash management considerations (.7); review pleading re same (.8).
03/14/23	Christine A. Okike, P.C.	1.60	Analyze bank account options (1.3); telephone conference with U.S. Trustee, Berkeley Research Group re bank account considerations (.3).
03/15/23	Christine A. Okike, P.C.	1.40	Review banking presentation (.7); telephone conference with F. Petrie, K&E team, Brown Rudnick, Berkeley Research Group, Haynes & Boone re same (.7).
03/15/23	Francis Petrie	2.10	Telephone conference with C. Okike, K&E team, Brown Rudnick, Berkeley Research Group, Haynes & Boone re cash management system (.7); telephone conference with Company, Berkeley Research Group, Haynes & Boone re bank options (.6); correspond with U.S. Trustee re banks and related materials (.8).
03/16/23	Francis Petrie	2.20	Correspond with M. Reiney, K&E team, Berkeley Research Group, Company. re new accounts, cash management status (.6); correspond with Company re U.S. Trustee diligence items re banks (1.6).
03/16/23	Margaret Reiney	1.00	Correspond with F. Petrie, K&E team, Company re cash management and bank accounts (.6); review underlying agreements and research re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/23	Christine A. Okike, P.C.	0.50	Analyze potential cash management bank risk profile.
03/17/23	Francis Petrie	1.40	Correspond with M. Reiney, C. Okike re bank accounts (1.0); correspond with U.S. Trustee re status of accounts (.4).
03/19/23	Brian Nakhaimousa	0.10	Correspond with M. Koch, R. Jacobson, M. Reiney re hearing agenda re cash management.
03/20/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company re banking options (.2); analyze banking options (.3).
03/20/23	Margaret Reiney	0.80	Correspond with Company re cash management, U.S. Trustee guidelines.
03/21/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team, Kroll, Webster Bank re cash management considerations (.8); attend Silicon Valley Bank first day hearing re same (1.1).
03/22/23	Mike James Koch	2.60	Draft response to UST's 345(b) motion to compel (2.5); correspond with M. Reiney re same (.1).
03/22/23	Christine A. Okike, P.C.	1.50	Prepare for telephone conference with F. Petrie, K&E team, U.S. Trustee, Brown Rudnick re cash management (.2); attend conference re same (.3); analyze cash management issues (1.0).
03/22/23	Francis Petrie	1.80	Telephone conference with C. Okike, U.S. Trustee, Brown Rudnick re bank accounts (.5); correspond with M. Reiney re bank account pleading (.5); review precedent pleadings re same (.8).
03/22/23	Margaret Reiney	2.40	Correspond with F. Petrie, K&E team, U.S. Trustee re cash management UST guideline compliance (.5); review research re same (1.3); correspond with F. Petrie, K&E team re same (.6).
03/23/23	Christine A. Okike, P.C.	0.30	Draft cash management talking points.
03/23/23	Francis Petrie	1.90	Draft talking points re cash management status conference (.8); prepare for hearing re same (1.1).
03/23/23	Margaret Reiney	1.00	Correspond with F. Petrie, K&E team, Webster Bank, Company re cash management status.

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077624

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	Christine A. Okike, P.C.	0.20	Correspond with F. Petrie, K&E team, Company, Berkeley Research Group re cash management issues.
03/24/23	Francis Petrie	0.20	Correspond with U.S. Trustee team re bank accounts.
03/27/23	Margaret Reiney	0.70	Correspond with Company, U.S. Trustee re cash management, compliance.
03/29/23	Margaret Reiney	0.70	Correspond with U.S. Trustee, Company re cash management.
Total		147.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077627
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 8,763.00

Total legal services rendered

\$ 8,763.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.70	1,155.00	808.50
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Isabella J. Paretti	4.60	735.00	3,381.00
Francis Petrie	0.50	1,295.00	647.50
Jimmy Ryan	3.60	885.00	3,186.00
TOTALS	9.80		\$ 8,763.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Isabella J. Paretti	0.20	Correspond with J. Ryan re vendor communication.
03/05/23	Isabella J. Paretti	1.10	Review, revise proposed communications re creditor inquiries (.5); correspond with J. Ryan, K&E team re same (.6).
03/05/23	Jimmy Ryan	0.60	Correspond with R. Jacobson, K&E team re communications re creditor inquiries.
03/06/23	Isabella J. Paretti	2.20	Revise proposed communications re creditor inquiries (1.0); correspond with J. Ryan, K&E team, Haynes and Boone re same (1.2).
03/06/23	Jimmy Ryan	1.40	Correspond with R. Jacobson, K&E team, and Haynes and Boone re responses to creditor inquiries (1.2).; draft responses re same (.2).
03/07/23	Isabella J. Paretti	0.30	Review communications materials re creditor inquiries.
03/07/23	Jimmy Ryan	1.30	Draft communications materials re creditor inquiries (.7); correspond with Haynes and Boone, Kroll re same (.6).
03/10/23	Isabella J. Paretti	0.80	Review, revise communications materials re creditor inquiries (.5); correspond with J. Ryan, K&E team re same (.3).
03/10/23	Jimmy Ryan	0.30	Correspond with I. Paretti, K&E team re creditor inquiry communication materials.
03/16/23	Christine A. Okike, P.C.	0.20	Telephone conference with F. Petrie, K&E team, C Street re customer communications.
03/30/23	Rob Jacobson	0.70	Review, comment on customer communications materials.
03/30/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, C Street and K&E teams re customer communications.
03/30/23	Francis Petrie	0.50	Telephone conference with C. Street team re communications strategy.
Total		9.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077629
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 31,928.00

Total legal services rendered

\$ 31,928.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	9.70	735.00	7,129.50
David Hackel	10.50	735.00	7,717.50
Rob Jacobson	0.40	1,155.00	462.00
Mike James Koch	0.60	735.00	441.00
Brian Nakhaimousa	0.80	995.00	796.00
Christine A. Okike, P.C.	1.90	1,850.00	3,515.00
Isabella J. Paretti	0.70	735.00	514.50
Francis Petrie	3.00	1,295.00	3,885.00
Jimmy Ryan	2.60	885.00	2,301.00
Michael B. Slade	0.30	1,855.00	556.50
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
Mason N. Zurek	3.40	995.00	3,383.00
TOTALS	34.50		\$ 31,928.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Trevor Eck	3.50	Draft memorandum re preference claims issues (2.3); research re same (1.2).
03/01/23	Isabella J. Paretti	0.40	Review, analyze precedent re claims valuation (.2); research re same (.2).
03/01/23	Josh Sussberg, P.C.	0.60	Correspond with management re bar date.
03/01/23	Mason N. Zurek	3.40	Telephone conference with S. Margolis re preferences (.1); correspond with S. Margolis, T. Eck, Z. Ben-Shahar re same (.4); review and revise memorandum re same (2.9).
03/02/23	Trevor Eck	2.90	Review, revise claims objection (1.3); review, revise memorandum re preference claims issues (1.6).
03/03/23	Rob Jacobson	0.40	Correspond with Kroll, Brown Rudnick re Committee communications materials (.2); review, analyze precedent re same (.2).
03/06/23	Trevor Eck	1.60	Draft memorandum re preference claims issues.
03/07/23	Trevor Eck	1.70	Review, revise memorandum re preference claims, related issues.
03/08/23	David Hackel	1.90	Research re claims classifications.
03/09/23	David Hackel	4.00	Research re proofs of claims (.3); correspond with J. Ryan, K&E team re same (.7); review, revise form proofs of claim addendum re employees (3.0).
03/09/23	Jimmy Ryan	1.30	Correspond with J. Ryan, K&E team re director and officer proofs of claim (.7); review, revise same (.6).
03/13/23	David Hackel	2.20	Review, revise form proofs of claim addendum re employees (1.7); review, analyze precedent re same (.2); correspond with J. Ryan, K&E team re same (.3).
03/13/23	Jimmy Ryan	0.60	Correspond with D. Hackel, K&E team re proofs of claims form (.3); review, revise same (.3).
03/14/23	David Hackel	2.40	Review, revise proof of claim addendum (1.9); research, analyze legal issues re same (.5).
03/14/23	Christine A. Okike, P.C.	0.40	Review employee form proof of claim.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/23	Christine A. Okike, P.C.	0.40	Review and revise employee form proof of claim.
03/17/23	Francis Petrie	1.30	Revise D&O proof of claim form (.6); correspond with M. Slade, Company re same (.5); review updates re same (.2).
03/17/23	Michael B. Slade	0.30	Review, revise proof of claim form.
03/21/23	Mike James Koch	0.60	Correspond with Haynes and Boone, Kroll re creditor matrix.
03/21/23	Francis Petrie	0.30	Revise D&O proof of claim form.
03/22/23	Francis Petrie	0.60	Telephone conference and correspond with B. Tichenor re claims matters (.2); review and revise letter re same (.4).
03/23/23	Brian Nakhaimousa	0.30	Conference with Kroll re redacting proofs of claims.
03/24/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone re proof of claim forms.
03/27/23	Jimmy Ryan	0.70	Draft employee form proof of claim addendum.
03/29/23	Brian Nakhaimousa	0.20	Correspond with I. Paretti re scheduled claims re client.
03/29/23	Isabella J. Paretti	0.30	Research re unliquidated claims.
03/30/23	Brian Nakhaimousa	0.30	Conference with I. Paretti, counsel to creditor re bar date.
03/30/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes & Boone and K&E teams re claims process (.3); telephone conference with Kroll re claims register (.3).
03/30/23	Francis Petrie	0.80	Correspond with potential claimants re bar date, filing proofs of claim.
Total		34.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077631
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 9,369.50

Total legal services rendered

\$ 9,369.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.60	735.00	441.00
Richard U. S. Howell, P.C.	0.80	1,620.00	1,296.00
Rob Jacobson	0.60	1,155.00	693.00
Christine A. Okike, P.C.	1.40	1,850.00	2,590.00
Isabella J. Paretti	2.00	735.00	1,470.00
Francis Petrie	1.60	1,295.00	2,072.00
Steve Toth	0.50	1,615.00	807.50
TOTALS	7.50		\$ 9,369.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Rob Jacobson	0.10	Conference with Brown Rudnick re UCC communications materials.
03/02/23	Francis Petrie	0.90	Telephone conference with Brown Rudnick, M3 Partners re diligence requests, work in process (.7); correspond with Brown Rudnick re stipulation (.2).
03/03/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.
03/07/23	Isabella J. Paretti	0.50	Draft materials re weekly UCC, parties in interest update (.4); correspond with M. Reiney re same (.1).
03/08/23	Rob Jacobson	0.50	Review, analyze BRG presentation re UCC update materials.
03/08/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.
03/09/23	Christine A. Okike, P.C.	0.80	Telephone conference with F. Petrie, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
03/09/23	Isabella J. Paretti	0.40	Draft presentation materials re weekly UCC update.
03/09/23	Francis Petrie	0.70	Telephone conference with C. Okike, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
03/15/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.
03/16/23	Christine A. Okike, P.C.	0.60	Telephone conference with F. Petrie, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
03/17/23	Ziv Ben-Shahar	0.60	Review UCC presentation deck.
03/21/23	Richard U. S. Howell, P.C.	0.80	Correspond with M. Slade and K&E team re UCC investigation.
03/22/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.
03/29/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077631

BlockFi Inc.

Matter Number:

54119-10

Official Committee Matters and Meetings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/23	Isabella J. Paretti	1.10	Draft correspondence for UCC re case updates (.9); correspond with B. Nakhaimousa re same (.2).
Total		7.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077632

Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 188,144.00

Total legal services rendered

\$ 188,144.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.10	735.00	808.50
Trevor Eck	23.70	735.00	17,419.50
Julia R. Foster	0.20	480.00	96.00
Will Guthrie	22.20	1,245.00	27,639.00
David Hackel	0.50	735.00	367.50
Rob Jacobson	0.80	1,155.00	924.00
Mike James Koch	7.80	735.00	5,733.00
Sarah R. Margolis	7.50	995.00	7,462.50
Brian Nakhaimousa	12.90	995.00	12,835.50
Christine A. Okike, P.C.	1.40	1,850.00	2,590.00
Isabella J. Parette	3.10	735.00	2,278.50
Francis Petrie	26.60	1,295.00	34,447.00
Margaret Reiney	49.50	1,155.00	57,172.50
Jimmy Ryan	7.30	885.00	6,460.50
Anthony Vincenzo Sexton, P.C.	0.40	1,680.00	672.00
Trevor Snider	2.80	1,245.00	3,486.00
Steve Toth	4.80	1,615.00	7,752.00
TOTALS	172.60		\$ 188,144.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Will Guthrie	6.60	Draft, review, revise US Farms APA (3.8); review, revise same (.7); review sale order (1.2); draft, review, revise customer platform APA (.9).
03/01/23	Mike James Koch	0.70	Research, review precedent re sale motion considerations (.4); review, revise motion re same (.3).
03/01/23	Francis Petrie	4.20	Review and revise sale motion (1.9); revise order re same (.3); correspond with Moelis re finalizing sale materials (.7); review materials re auction status, final bids (.5); correspond with M. Reiney, K&E team re status and next steps re same (.8).
03/01/23	Margaret Reiney	6.10	Review, revise sale declaration (1.6); correspond with M. Koch, K&E team re same (.7); review, revise sale motion, order (2.8); correspond with J. Ryan, K&E team re same (1.0).
03/01/23	Jimmy Ryan	1.70	Correspond with M. Koch, K&E team re mining sale motion and order (.7); review, revise sale order re same (1.0).
03/01/23	Trevor Snider	1.90	Review privacy policies and terms of services re sale transaction (1.3); review and revise draft asset purchase agreement (.6).
03/01/23	Steve Toth	1.20	Review, revise notes re mining assets auction (.3); conference with W. Guthrie re asset purchase agreements (.3); analyze draft sale order and motion (.6).
03/02/23	Trevor Eck	3.70	Review, revise non-disclosure agreements re counterparty comments (2.3); draft summary of same (1.1); correspond with S. Margolis, K&E team re same (.3).
03/02/23	Will Guthrie	3.10	Review, revise U.S. Farms APA (.9); review, revise customer platform APA (2.2).
03/02/23	Mike James Koch	0.80	Review, revise sale motion re self-mining assets.
03/02/23	Sarah R. Margolis	1.10	Review, revise non-disclosure agreement re counterparty comments (.9); correspond with T. Eck re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Francis Petrie	3.80	Revise and finalize self-mining sale order, motion (2.6); correspond with Cole Schotz re filing re same (.1); correspond with S. Toth, K&E team, purchaser re finalizing asset purchase agreement (1.1).
03/02/23	Margaret Reiney	5.70	Review, revise sale pleadings (3.6); correspond with F. Petrie, K&E team, Moelis re same (1.1); review disbursement requirements re escrow account (1.0).
03/02/23	Jimmy Ryan	1.60	Correspond with M. Reiney, K&E team and Cole Schotz re mining sale motion and order (.8); review, revise motion re same (.8).
03/02/23	Trevor Snider	0.90	Review and revise draft asset purchase agreement re customer accounts.
03/02/23	Steve Toth	1.20	Correspond with F. Petrie, K&E team re sale order (.3); finalize auction winner asset purchase agreement (.6); analyze and revise platform asset purchase agreement (.3).
03/03/23	Trevor Eck	2.10	Review, revise non-disclosure agreements re counterparty comments (1.7); correspond with M. Reiney, K&E team re same (.4).
03/03/23	Mike James Koch	0.20	Review, revise process letter re customer platform asset sale (.1); correspond with B. Nakhaimousa re same (.1).
03/03/23	Brian Nakhaimousa	0.50	Review, revise process letter re customer platform sale (.4); correspond with M. Koch re same (.1).
03/03/23	Brian Nakhaimousa	0.60	Review, revise non-disclosure agreement.
03/03/23	Isabella J. Parette	1.30	Research materials re privacy ombudsman (.6); review precedent pleadings re same (.4); review, analyze considerations re same (.3).
03/03/23	Francis Petrie	0.50	Telephone conference with M. Reiney, Moelis team re joint venture auction update and process.
03/03/23	Margaret Reiney	1.10	Correspond with F. Petrie, K&E team, Moelis re sale process (.7); correspond with Kroll, Moelis re escrow account disbursements (.4).
03/03/23	Steve Toth	0.50	Conference with M. Reiney, K&E team Moelis, Haynes and Boone re joint venture and other asset sales.
03/04/23	Trevor Eck	0.20	Correspond with M. Reiney, K&E team re non-disclosure agreements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/23	Steve Toth	0.40	Analyze and revise backup bidder asset purchase agreement.
03/06/23	Trevor Eck	5.00	Review, revise non-disclosure agreements re counterparty comments (2.0); draft issues lists re same (.6); correspond with M. Reiney, K&E team re same (.6); review, analyze non-disclosure agreements re redaction and confidentiality issues (1.8).
03/06/23	David Hackel	0.30	Review, analyze non-disclosure agreement issues re supplemental declarations.
03/06/23	Sarah R. Margolis	0.70	Review, revise non-disclosure agreement re counterparty comments.
03/06/23	Margaret Reiney	2.70	Review, revise non-disclosure agreements (1.2); correspond with T. Eck, K&E team re same (.6); review, revise sale motion for joint venture assets (.9).
03/06/23	Steve Toth	0.40	Analyze and revise backup bidder asset purchase agreement.
03/07/23	Ziv Ben-Shahar	1.10	Research re consumer privacy ombudsman precedent.
03/07/23	Trevor Eck	2.90	Review, revise sale non-disclosure agreements (1.3); draft summary re indications of interest (1.6).
03/07/23	David Hackel	0.20	Research re consumer privacy ombudsman re sale process.
03/07/23	Sarah R. Margolis	0.40	Review, revise non-disclosure agreement re counterparty comments.
03/07/23	Francis Petrie	1.10	Correspond with M. Reiney re bidding procedures and mining sale process (.5); review and revise materials re platform indications of interest (.6).
03/07/23	Margaret Reiney	3.10	Review, revise non-disclosure agreements (1.3); correspond with S. Margolis, K&E team re same (.5); correspond with F. Petrie, K&E team, Moelis re sale process (.6); correspond with Kroll re deposit disbursement (.3); draft materials re same (.4).
03/07/23	Jimmy Ryan	1.80	Draft sale motion re joint venture mining assets (.8); correspond with M. Reiney re same (.1); review, revise declaration in support of mining sale order (.9).
03/07/23	Steve Toth	0.20	Correspond with potential bidders re bidding procedures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Trevor Eck	0.20	Review, analyze bid indications of interest.
03/08/23	Francis Petrie	0.30	Telephone conference with Moelis re information sharing considerations.
03/08/23	Margaret Reiney	1.90	Research re disbursement agent compensation as purchaser (.9); correspond with F. Petrie, K&E team, Moelis re same (.5); review customer platform sale timeline (.5).
03/09/23	Trevor Eck	1.00	Review, revise non-disclosure agreement.
03/09/23	Margaret Reiney	1.20	Review correspondence from counterparty re sale process (.7); correspond with F. Petrie, K&E team, Moelis re same (.5).
03/10/23	Sarah R. Margolis	0.30	Review, analyze non-disclosure agreement re counterparty comments (.2); correspond with T. Eck, counterparty re same (.1).
03/13/23	Will Guthrie	0.30	Correspond with Moelis re Norway machines.
03/13/23	Mike James Koch	1.00	Draft notice re amended dates re sale (.4); correspond with B. Nakhaimousa re same (.2); review, revise same (.3); correspond with B. Nakhaimousa re same (.1).
03/13/23	Sarah R. Margolis	0.10	Correspond with counterparty re non-disclosure agreement.
03/13/23	Brian Nakhaimousa	0.70	Review, revise notice re amended bidding procedures timeline (.6); correspond with F. Petrie, M. Koch re same (.1).
03/13/23	Christine A. Okike, P.C.	0.50	Review sale timeline.
03/13/23	Jimmy Ryan	0.10	Correspond with M. Reiney re sale pleadings.
03/14/23	Trevor Eck	0.40	Review, revise non-disclosure agreement re counterparty comments.
03/14/23	Mike James Koch	0.60	Review, revise notice of revised sale and confirmation dates (.5); correspond with F. Petrie, K&E team re same (.1).
03/14/23	Sarah R. Margolis	0.10	Review, analyze non-disclosure agreement re counterparty comments.
03/14/23	Brian Nakhaimousa	0.90	Review, revise notice re sale, confirmation timeline (.3); correspond with M. Reiney, K&E team re same (.6).
03/14/23	Brian Nakhaimousa	0.10	Review, revise hearing agenda re mining sale hearing, other items.
03/14/23	Margaret Reiney	1.30	Correspond with B. Nakhaimousa, K&E team re notice of amended bidding procedures (.6); review, revise same (.7).

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BlockFi Inc. Invoice Number: 1050077632
Use, Sale, and Disposition of Property Matter Number: 54119-11

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Jimmy Ryan	0.20	Correspond with F. Petrie, Moelis team re declaration in support of mining sale (.1); correspond with S. Margolis, K&E team re bidding procedures non-disclosure agreements (.1).
03/15/23	Trevor Eck	2.00	Review, revise non-disclosure agreements re counterparty comments (1.2); correspond with S. Margolis, K&E team, Moelis re same (.2); review, analyze non-disclosure agreements re confidentiality and noticing issues (.6).
03/15/23	Mike James Koch	1.90	Review, revise notice re bidding procedures, sale considerations (1.5); correspond with B. Nakhaimousa, K&E team re same (.4).
03/15/23	Sarah R. Margolis	0.10	Correspond with T. Eck re non-disclosure agreement counterparty comments.
03/15/23	Brian Nakhaimousa	0.20	Review, revise notice of sale, confirmation timeline.
03/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with F. Petrie, Moelis re data analytics re customers (.2); review bid timeline (.3).
03/15/23	Francis Petrie	2.70	Telephone conference with C. Okike, Moelis re sale considerations (.3); review and revise materials re solicitation and sale timeline (1.4); correspond with M. Reiney re sale non-disclosure agreements (.5); review materials re sale restrictions (.5).
03/15/23	Francis Petrie	0.60	Telephone conference with advisor team re sale status.
03/15/23	Margaret Reiney	1.40	Review, revise bidding procedures (.6); correspond with B. Nakhaimousa, K&E team re same (.8).
03/15/23	Jimmy Ryan	0.10	Correspond with S. Margolis, K&E team re bidding procedures non-disclosure agreements.
03/16/23	Trevor Eck	2.70	Review, revise non-disclosure agreement re counterparty comments (1.3); correspond with S. Margolis, K&E team, Moelis re same (.1); review, analyze non-disclosure agreements re confidentiality and notice issues (1.3).
03/16/23	Julia R. Foster	0.20	Correspond with S. Margolis re sale non-disclosure agreement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/23	Mike James Koch	0.30	Correspond with F. Petrie re notice of revised sale and confirmation schedules (.1); review, revise notice re same (.2).
03/16/23	Sarah R. Margolis	1.10	Review, revise non-disclosure agreements re counterparty comments (.9); correspond with T. Eck re same (.1); correspond with non-disclosure agreement counterparty re same (.1).
03/16/23	Brian Nakhaimousa	0.30	Review, revise notice re bidding procedures, timeline re same.
03/16/23	Francis Petrie	0.60	Review declaration in support of bidding procedures.
03/16/23	Margaret Reiney	3.30	Review, revise bidding procedures (.4); correspond with F. Petrie, K&E team re same (.6); review, revise non-disclosure agreement provisions (.8); review, revise declaration in support of mining sale (1.5).
03/16/23	Jimmy Ryan	0.20	Correspond with M. Reiney, M. Koch and Moelis team re declaration in support of mining sale.
03/17/23	Trevor Eck	1.00	Review, revise non-disclosure agreement re counterparty comments (.6); draft non-disclosure agreement counterparty list re notice issues (.4).
03/17/23	Mike James Koch	0.60	Review, revise declaration in support of mining asset sale (.2); correspond with Cole Schotz re same (.1); draft correspondence re sale issue (.3).
03/17/23	Sarah R. Margolis	0.30	Review, analyze non-disclosure agreement re counterparty comments.
03/17/23	Brian Nakhaimousa	3.50	Conference with F. Petrie, M. Reiney re sale re customer platform (.3); correspond with M. Reiney re same (.3); draft, review, revise form master service agreement re confidential data (2.9).
03/17/23	Francis Petrie	2.10	Telephone conference with M. Reiney, K&E team re confidential data (.3); correspond with same re revised sale schedule (.2); revise materials re same (.6); review declaration re bidding procedures (.9); correspond with Cole Schotz re filing of same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/23	Margaret Reiney	3.00	Correspond with F. Petrie, K&E team re sale documentation (.3); review, revise same (.6); review declaration (.4); correspond with F. Petrie, K&E team, Moelis re same (.6); review non-disclosure agreement provisions (.8); conference with B. Nakhaimousa, F. Petrie re confidential data considerations (.3).
03/19/23	Sarah R. Margolis	0.10	Correspond with M. Reiney re non-disclosure agreement comments.
03/20/23	Trevor Eck	1.40	Review, revise non-disclosure agreement materials re mutuality, sale process updates (.7); review, revise non-disclosure agreement re counterparty comments (.3); correspond with S. Margolis, K&E team, Moelis re same (.4).
03/20/23	Rob Jacobson	0.30	Review, comment on hearing agenda re mining sale, other matters.
03/20/23	Mike James Koch	1.20	Draft letter to non-disclosure agreement counterparty re confidentiality considerations (.5); correspond with M. Reiney, K&E team re same (.5); review, revise letter re same (.2).
03/20/23	Mike James Koch	0.50	Draft presentation outline re sale hearing.
03/20/23	Sarah R. Margolis	1.00	Review, analyze non-disclosure agreements re counterparty comments (.4); correspond with B. Nakhaimousa, T. Eck re same (.2); correspond with Moelis team re same (.2); correspond with non-disclosure agreement counterparty re same (.2).
03/20/23	Brian Nakhaimousa	3.10	Review, analyze considerations re UCC confidentiality provision and summarize same (.8); correspond with M. Reiney, K&E team re same (.5); correspond with S. Margolis, T. Eck re same re non-disclosure agreement (.2); review, revise master service agreement re confidential data (1.6).
03/20/23	Brian Nakhaimousa	0.40	Review, revise agenda re sale hearing.
03/20/23	Francis Petrie	0.50	Review docket and related motions re agenda.
03/20/23	Francis Petrie	1.10	Review and revise notice of amended bidding procedures (.6); arrange for filing of same (.2); correspond with Committee re notice of amended bidding procedures (.3).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077632

BlockFi Inc.

Matter Number:

54119-11

Use, Sale, and Disposition of Property

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Francis Petrie	0.80	Review and revise correspondence re claims trading (.3); correspond with M. Reiney and K&E team re confidential data analysis and related documents (.5).
03/20/23	Margaret Reiney	3.70	Correspond with S. Margolis, K&E team, Company re non-disclosure agreements (.8); draft correspondence re same (.6); review, revise master service agreement re confidential data (.5); review, revise bidding procedures (.5); review, revise bidder correspondence re sale (.8); correspond with M. Koch, K&E team re same (.5).
03/20/23	Jimmy Ryan	1.60	Review, revise, comment on letter to confidential counterparty.
03/21/23	Trevor Eck	0.90	Review, revise non-disclosure agreements re counterparty comments (.6); correspond with S. Margolis, K&E team re same (.3).
03/21/23	Will Guthrie	0.70	Correspond with Moelis, K&E team re escrow agreement re U.S. Farms asset purchase agreement (.2); review U.S. Farms asset purchase agreement (.3); correspond with Goldstein & McClintock re US Farms asset purchase agreement (.2).
03/21/23	Rob Jacobson	0.50	Review, comment on hearing agenda re mining sale, other matters (.3); correspond with CS re filing of same (.2).
03/21/23	Sarah R. Margolis	0.70	Correspond with non-disclosure agreement counterparty re non-disclosure agreement comments (.2); correspond with T. Eck, M. Reiney re same (.3); review, revise same (.2).
03/21/23	Francis Petrie	0.50	Revise correspondence from counterparty re non-disclosure agreements.
03/22/23	Trevor Eck	0.20	Review, revise non-disclosure agreement re counterparty comments.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/23	Will Guthrie	3.20	Review Webster Bank form of escrow agreement (.2); draft U.S. Farms asset purchase agreement escrow agreement (1.6); review and analyze escrow agreement precedent (.9); correspond with Goldstein & McClintock re hearing on U.S. Farms asset purchase agreement (.2); correspond with M. Reiney and K&E team re U.S. Farms asset purchase agreement escrow agreement (.2); correspond with M. Reiney and K&E team re hearing on U.S. Farms asset purchase agreement (.1).
03/22/23	Sarah R. Margolis	0.30	Review, revise non-disclosure agreement (.2); correspond with non-disclosure agreement counterparty re same (.1).
03/22/23	Brian Nakhaimousa	2.10	Draft, review, revise advisor non-disclosure agreement.
03/22/23	Brian Nakhaimousa	0.50	Draft amended agenda re sale hearing.
03/22/23	Isabella J. Parette	0.40	Conference with B. Nakhaimousa re amended hearing agenda re mining sale, other matters (.2); review, revise pleading re same (.2).
03/22/23	Francis Petrie	2.40	Telephone conference with Moelis re hearing preparation (.3); review declaration re same (.7); correspond with M. Reiney re customer analysis (.6); review and revise document re same (.8).
03/22/23	Margaret Reiney	0.90	Correspond with F. Petrie, K&E team, Company re sale closing.
03/22/23	Anthony Vincenzo Sexton, P.C.	0.40	Correspond with Company re Deloitte engagement letter issues (.2); telephone conference with F. Petrie, K&E team re deal status (.2).
03/23/23	Will Guthrie	1.70	Draft seller's officer's certificate for U.S. Farms asset purchase agreement (1.1); review and analyze precedent seller's officer's certificates (.3); draft W-9 for execution by Company for U.S. Farms payment (.3).
03/23/23	Sarah R. Margolis	0.10	Review, analyze non-disclosure agreement re counterparty comments.
03/23/23	Francis Petrie	1.40	Review and revise agenda re sale hearing (.4); correspond with M. Reiney, K&E team re same (.3); correspond with M. Reiney, K&E team re disclosures and confidential data analysis (.3); review document re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/23	Francis Petrie	2.30	Prepare talking points for sale hearing (.9); review sale order, motions re sales and related precedent re same (1.4).
03/23/23	Margaret Reiney	2.80	Correspond with F. Petrie, K&E team re sale hearing (.8); review, revise materials re same (1.4); prepare summary of sale hearing (.6).
03/24/23	Will Guthrie	2.60	Telephone conference with Goldstein and McClintock re U.S. Farms asset purchase agreement and escrow (.2); draft U.S. Farms escrow agreement (1.9); prepare signature pages for closing of U.S. Farms asset purchase agreement (.5).
03/24/23	Francis Petrie	0.30	Correspond with M. Reiney, K&E team re finalizing sale, escrow issues.
03/24/23	Margaret Reiney	2.50	Correspond with F. Petrie, K&E team, U.S. Farms, Webster Bank re sale process (1.1); review, revise escrow agreement for sale proceeds (.8); correspond with F. Petrie, K&E team re same (.6).
03/24/23	Steve Toth	0.20	Correspond with M. Reiney re escrow for machines sale.
03/26/23	Will Guthrie	0.20	Correspond with Goldstein and McClintock re escrow agreement.
03/27/23	Will Guthrie	0.10	Correspond with Moelis re Gilley machines.
03/27/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team, Company, Webster Bank re escrow account (.8); prepare signature pages, closing materials re sale (1.1).
03/28/23	Will Guthrie	2.80	Draft closing agreement (1.8); correspond with S. Toth re same (.2); review markup to escrow agreement (.5); correspond with Goldstein and McClintock re escrow agreement (.3).
03/28/23	Sarah R. Margolis	0.80	Correspond with T. Eck, I. Paretti re non-disclosure agreement, counterparty comments (.4); correspond with counterparty re same (.2); review, revise same (.2).
03/28/23	Christine A. Okike, P.C.	0.40	Telephone conference with potential counterparty, Paul Weiss, Haynes and Boone, Moelis re claims purchases (.3); telephone conference with Moelis re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Isabella J. Paretti	0.80	Review, revise non-disclosure agreement (.6); correspond with S. Margolis re same (.1); correspond with M. Reiney re same (.1)/.
03/28/23	Margaret Reiney	1.50	Correspond with Company, U.S. Farms re closing mining asset sale (.6); review closing materials re same (.9).
03/28/23	Steve Toth	0.30	Analyze, revise U.S. Farms closing agreement.
03/29/23	Will Guthrie	0.90	Revise U.S. Farms escrow agreement (.5); coordinate signature pages to U.S. Farms documents (.2); correspond with Goldstein and McClintock re U.S. Farms closing (.2).
03/29/23	Margaret Reiney	1.50	Correspond with Company, U.S. Farms, Webster Bank re escrow agreement (.7); review closing materials re mining asset sale (.8).
03/30/23	Francis Petrie	1.00	Telephone conferences with counsel, Moelis re open bids (.8); correspond with Moelis re approach re same (.2).
03/30/23	Margaret Reiney	1.70	Correspond with F. Petrie, K&E team, Company, bidders re sale process (.8); review self-mining sale materials re closing (.9).
03/30/23	Steve Toth	0.40	Conference with bidder, Moelis F. Petrie, K&E team re sale process.
03/31/23	Sarah R. Margolis	0.30	Review, revise non-disclosure agreement re counterparty comments (.1); correspond with I. Paretti re same (.1); correspond with counterparty re same (.1).
03/31/23	Isabella J. Paretti	0.60	Review, revise non-disclosure agreement re Company comments (.5); correspond with S. Margolis re same (.1).
03/31/23	Francis Petrie	0.40	Correspond with bidder counsel re bidding procedures (.2); correspond with Moelis re same (.2).
03/31/23	Margaret Reiney	2.20	Review, revise non-disclosure agreement (.7); correspond with F. Petrie, K&E team, Company, U.S. Farms re mining sale (.8); review, revise closing materials re same (.7).
Total		172.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077634
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 16,082.50

Total legal services rendered

\$ 16,082.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	0.30	735.00	220.50
Brian Nakhaimousa	0.90	995.00	895.50
Christine A. Okike, P.C.	2.50	1,850.00	4,625.00
Isabella J. Paretti	2.70	735.00	1,984.50
Francis Petrie	1.40	1,295.00	1,813.00
Josh Sussberg, P.C.	3.20	2,045.00	6,544.00
TOTALS	11.00		\$ 16,082.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Josh Sussberg, P.C.	1.40	Correspond with F. Petrie, K&E team re board materials and legal update (.1); attend board meeting (1.3).
03/02/23	Isabella J. Paretti	0.80	Draft board materials re case updates.
03/06/23	Brian Nakhaimousa	0.60	Draft summary re upcoming hearing re board update (.4); correspond with I. Paretti re same (.2).
03/06/23	Isabella J. Paretti	1.90	Draft board materials re updates, status (1.7); correspond with B. Nakhaimousa re same (.2).
03/12/23	Christine A. Okike, P.C.	0.30	Review board deck.
03/16/23	Mike James Koch	0.30	Draft key summaries re board update (.2); correspond with B. Nakhaimousa re same (.1).
03/16/23	Brian Nakhaimousa	0.30	Review, revise chapter 11 update re board presentation (.2); correspond with I. Paretti re same (.1).
03/16/23	Francis Petrie	0.60	Correspond with C. Okike, Company advisors re board materials.
03/22/23	Francis Petrie	0.50	Draft board update re sale hearing.
03/23/23	Francis Petrie	0.30	Draft correspondence to board re lawsuits.
03/29/23	Christine A. Okike, P.C.	1.50	Attend board meeting (1.4); conference with J. Sussberg re same (.1).
03/29/23	Christine A. Okike, P.C.	0.70	Review loan agreements.
03/29/23	Josh Sussberg, P.C.	1.80	Attend board meeting (1.4); follow-up telephone conference with J. Hill re status (.2); telephone conference with C. Okike re same (.2).
Total		11.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077636
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 23,379.50

Total legal services rendered

\$ 23,379.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.80	1,155.00	924.00
Mike James Koch	1.00	735.00	735.00
Christine A. Okike, P.C.	1.10	1,850.00	2,035.00
Francis Petrie	13.40	1,295.00	17,353.00
Margaret Reiney	1.20	1,155.00	1,386.00
Michael B. Slade	0.40	1,855.00	742.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	18.00		\$ 23,379.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Francis Petrie	0.50	Telephone conference with E. Podaras, Company re employee issues.
03/03/23	Josh Sussberg, P.C.	0.10	Correspond with W. Pruitt re director indemnification.
03/06/23	Rob Jacobson	0.80	Review, comment on company script for all hands call.
03/06/23	Margaret Reiney	1.20	Revise employee updates re transaction status.
03/07/23	Francis Petrie	1.10	Telephone conference with Company re employee issues (.5); review updates re transactions status (.3); revise re same (.3).
03/09/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street, Haynes and Boone, F. Petrie, K&E teams re employee matters.
03/09/23	Francis Petrie	0.90	Telephone conference with Company re employee issues (.5); correspond with M. Reiney, K&E team re updates re same (.4).
03/14/23	Francis Petrie	1.20	Revise pleadings re employee indemnification issues (.9); telephone conference with M. Slade, K&E team, Company re employee issues (.3).
03/14/23	Michael B. Slade	0.40	Telephone conference with Company, F. Petrie, K&E team, C Street, BRG re employee considerations.
03/15/23	Francis Petrie	0.60	Revise form re employee issues (.4); review updates re same (.2).
03/16/23	Francis Petrie	1.10	Telephone conference with Company re employee issues (.5); telephone conference with C Street team re employee communications (.6).
03/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re employee matters.
03/21/23	Francis Petrie	0.40	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re employee issues.
03/22/23	Francis Petrie	0.80	Telephone conference with C Street team re employee communications (.3); review and revise Company document re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	Francis Petrie	1.10	Participate in executive team session re lawsuits, indemnification issues (.5); prepare for meeting re same (.6).
03/27/23	Francis Petrie	1.10	Revise document re employee issues (.7); prepare for telephone conference with employees re ongoing issues (.4).
03/28/23	Francis Petrie	3.30	Telephone conference with employees re indemnification issues (.6); revise related correspondence re same (.5); correspond with M. Crowell re same (.5); telephone conference with Company re employee issues (.6); draft follow up correspondence re same (.5); review correspondence re retention bonuses (.4); draft correspondence re same (.2).
03/29/23	Mike James Koch	1.00	Review, analyze schedules re 401(k) plan, ERISA considerations (.8); correspond with F. Petrie re same (.2).
03/29/23	Francis Petrie	0.40	Correspond with M. Koch, K&E team re ongoing employee issue (.2); review research re DOL question (.2).
03/30/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, F. Petrie and K&E team re employee issues.
03/30/23	Francis Petrie	0.90	Telephone conference with M. Crowell, Company re employee issues (.5); telephone conference with executive team re employee issues (.4).
Total		18.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077638
Client Matter: 54119-14

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 2,425.50

Total legal services rendered

\$ 2,425.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	2.10	1,155.00	2,425.50
TOTALS	2.10		\$ 2,425.50

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077638

BlockFi Inc.

Matter Number:

54119-14

Executory Contracts and Unexpired Leases

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Rob Jacobson	2.10	Review, comment on lease rejection motion (1.3); review precedent re same (.6); correspond with Haynes Boone team re same (.2).
Total		2.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077643

Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 20,094.00

Total legal services rendered

\$ 20,094.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	1.40	985.00	1,379.00
Julia R. Foster	0.60	480.00	288.00
Rob Jacobson	0.50	1,155.00	577.50
Brian Nakhaimousa	2.10	995.00	2,089.50
Christine A. Okike, P.C.	4.70	1,850.00	8,695.00
Francis Petrie	1.30	1,295.00	1,683.50
Margaret Reiney	2.00	1,155.00	2,310.00
Jimmy Ryan	0.70	885.00	619.50
Michael B. Slade	1.00	1,855.00	1,855.00
Mason N. Zurek	0.60	995.00	597.00
TOTALS	14.90		\$ 20,094.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/23	Julia R. Foster	0.60	Set up and monitor line for telephonic hearing.
03/13/23	Rob Jacobson	0.50	Telephonically attend March 13 hearing and status conference on wallet withdrawal matters.
03/13/23	Brian Nakhaimousa	0.60	Telephone conference re wallet, cash management.
03/13/23	Christine A. Okike, P.C.	3.20	Attend hearing (.5); prepare for same (2.7).
03/13/23	Francis Petrie	0.60	Attend hearing on wallet, cash management issues (.5); prepare for same (.1).
03/13/23	Margaret Reiney	0.80	Attend hearing (.5); prepare for same (.3).
03/13/23	Jimmy Ryan	0.70	Telephonically attend hearing (.5); prepare for same (.2).
03/13/23	Michael B. Slade	1.00	Telephonically attend court hearing (.4); correspond with ad hoc committee re same (.6).
03/13/23	Mason N. Zurek	0.60	Telephonically attend hearing.
03/23/23	Cade C. Boland	1.40	Virtually attend hearing.
03/23/23	Brian Nakhaimousa	1.50	Telephonically attend sale hearing.
03/23/23	Christine A. Okike, P.C.	1.50	Attend hearing.
03/23/23	Francis Petrie	0.70	Participate in sale and preliminary injunction hearing.
03/23/23	Margaret Reiney	1.20	Attend hearing.
Total		14.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077645
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,500.00

Total legal services rendered

\$ 15,500.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	10.00	1,550.00	15,500.00
TOTALS	10.00		\$ 15,500.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	William T. Pruitt	0.70	Analyze insurance issues re litigation (.2); analyze notice of same to D&O insurers (.2); correspond with Company, K&E teams and broker re same (.3).
03/02/23	William T. Pruitt	0.30	Analyze D&O policies and correspond with broker and K. Scherling re same (.1); analyze D&O claim notice (.1); correspond with broker re same (.1).
03/03/23	William T. Pruitt	0.60	Analyze claim notice under D&O insurance (.2); correspond with broker and Company re same (.2); correspond with Company, K&E team re same (.2).
03/07/23	William T. Pruitt	0.30	Analyze insurance coverage (.2); correspond with broker re same (.1).
03/08/23	William T. Pruitt	0.30	Analyze insurance issues (.2); correspond with broker re same (.1).
03/09/23	William T. Pruitt	1.90	Review insurance matters (.6); correspond with M. Slade re same (.2); correspond with Company re same (.3); telephone conferences with M. Slade and L. Thorne re insurance matters (.6); correspond with M. Slade and broker re same (.2).
03/10/23	William T. Pruitt	0.80	Analyze D&O insurance matters (.2); correspond with broker re same (.1); prepare for and participate in telephone conference with Company re same (.5).
03/12/23	William T. Pruitt	0.30	Analyze counsel selection and insurer approval of same (.2); correspond with Y. Mushkin and insurance broker re same (.1).
03/15/23	William T. Pruitt	0.30	Analyze status of D&O coverage position (.2); correspond with broker and L. Thorne re same (.1).
03/16/23	William T. Pruitt	0.50	Review and analyze insurance language in draft certification.
03/17/23	William T. Pruitt	0.50	Analyze insurance coverage matters (.3); correspond with insurance broker re insurer coverage position (.1); correspond with executive counsel re same (.1).
03/20/23	William T. Pruitt	0.30	Analyze insurance matters (.2); correspond with broker re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/23	William T. Pruitt	0.30	Analyze D&O insurance matters (.1); correspond with Company executive team re same (.1); correspond with broker re same (.1).
03/22/23	William T. Pruitt	0.30	Analyze re D&O insurance status (.2); correspond with Company executive team re update on same (.1).
03/23/23	William T. Pruitt	0.50	Analyze prior claim submission to D&O insurance (.2); correspond with Company and broker re same (.2); correspond with F. Marquez re insurance matters and status (.1).
03/24/23	William T. Pruitt	0.50	Analyze insurance matters (.2); analyze insurer question re indemnification (.2); correspond with M. Slade and broker re same (.1).
03/27/23	William T. Pruitt	0.40	Analyze D&O insurance status (.1); correspond with Company re same (.3).
03/28/23	William T. Pruitt	0.30	Analyze executive counsel request for deposition prep documents (.2); correspond with L. Riff re same (.1).
03/31/23	William T. Pruitt	0.90	Analyze insurance-related discovery (.3); correspond with Haynes and Boone and Aon teams re same and re collection of responsive documents (.3); analyze update on insurer coverage positions and correspond with broker re same (.2); correspond with Y. Mushkin re same (.1).
Total		10.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077646
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 326,465.00

Total legal services rendered

\$ 326,465.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	47.90	735.00	35,206.50
Trevor Eck	34.40	735.00	25,284.00
Julia R. Foster	1.00	480.00	480.00
David Hackel	5.60	735.00	4,116.00
Rob Jacobson	4.00	1,155.00	4,620.00
Mike James Koch	42.20	735.00	31,017.00
Sarah R. Margolis	11.30	995.00	11,243.50
Brian Nakhaimousa	82.50	995.00	82,087.50
Christine A. Okike, P.C.	11.70	1,850.00	21,645.00
Isabella J. Paretti	5.20	735.00	3,822.00
Francis Petrie	39.60	1,295.00	51,282.00
Margaret Reiney	20.50	1,155.00	23,677.50
Laura K. Riff	0.80	1,405.00	1,124.00
Jimmy Ryan	29.40	885.00	26,019.00
Luke Spangler	0.20	325.00	65.00
Mason N. Zurek	4.80	995.00	4,776.00
TOTALS	341.10		\$ 326,465.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Ziv Ben-Shahar	6.10	Draft disclosure statement motion (3.5); revise same (2.6).
03/01/23	Trevor Eck	1.20	Review, revise disclosure statement (.6); research re plan deadline matters (.6).
03/01/23	Sarah R. Margolis	1.80	Correspond with T. Eck re disclosure statement (.5); review, revise same (1.3).
03/01/23	Laura K. Riff	0.80	Conference with Company, M. Slade and K&E team re litigation analysis.
03/01/23	Mason N. Zurek	0.10	Correspond with Z. Ben-Shahar re exclusivity extension motion.
03/02/23	Ziv Ben-Shahar	0.80	Review, revise disclosure statement motion.
03/03/23	Ziv Ben-Shahar	5.00	Review, revise disclosure statement motion exhibits (3.8); research precedent re same (1.2).
03/03/23	Trevor Eck	3.00	Revise disclosure statement.
03/03/23	Sarah R. Margolis	0.30	Telephone conference with B. Nakhaimousa re disclosure statement (.2); revise disclosure statement re same (.1).
03/04/23	Trevor Eck	2.80	Revise disclosure statement.
03/04/23	Brian Nakhaimousa	0.10	Correspond with Z. Ben-Shahar re disclosure statement motion exhibits.
03/05/23	Ziv Ben-Shahar	2.60	Revise disclosure statement motion exhibits (2.4); correspond with B. Nakhaimousa re same (.2).
03/05/23	Trevor Eck	1.40	Revise disclosure statement.
03/05/23	Trevor Eck	0.20	Correspond with R. Jacobson re confirmation filing deadlines.
03/05/23	Brian Nakhaimousa	0.20	Correspond with R. Jacobson, Z. Ben-Shahar re disclosure statement motion exhibits.
03/06/23	Ziv Ben-Shahar	4.50	Review, revise disclosure statement motion (2.9); research, analyze precedent re same (1.3); revise disclosure statement exhibits (.3).
03/06/23	Ziv Ben-Shahar	1.20	Revise motion re plan exclusivity (1.1); correspond with M. Zurek re same (.1).
03/06/23	Trevor Eck	1.40	Revise disclosure statement.
03/06/23	Sarah R. Margolis	2.00	Revise disclosure statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/23	Brian Nakhaimousa	3.70	Revise disclosure statement motion (2.8); review, revise disclosure statement motion exhibits (.9).
03/06/23	Francis Petrie	0.90	Review exclusivity motion.
03/06/23	Mason N. Zurek	0.10	Correspond with Z. Ben-Shahar re exclusivity motion.
03/07/23	Ziv Ben-Shahar	4.40	Revise disclosure statement motion exhibits (3.9); correspond with B. Nakhaimousa re same (.5).
03/07/23	Ziv Ben-Shahar	0.80	Review, revise exclusivity motion (.7); correspond with M. Zurek re same (.1).
03/07/23	Sarah R. Margolis	2.90	Review, revise disclosure statement.
03/07/23	Brian Nakhaimousa	5.50	Analyze precedent, NJ local rules re disclosure statement motion (1.2); revise disclosure statement motion (3.8); correspond with Z. Ben-Shahar re disclosure statement, disclosure statement motion (.5).
03/07/23	Mason N. Zurek	0.40	Revise exclusivity motion (.3); correspond with Z. Ben-Shahar re same (.1).
03/08/23	Ziv Ben-Shahar	5.60	Draft disclosure statement motion (2.8); review, revise same (2.6); correspond with B. Nakhaimousa re same (.2).
03/08/23	Trevor Eck	8.50	Draft disclosure statement (3.9); revise disclosure statement (.9); analyze precedent re same (1.4); review, revise disclosure statement exhibits (2.1); correspond and telephone conference with B. Nakhaimousa re same (.2).
03/08/23	Julia R. Foster	0.30	Research precedent re disclosure statement motions.
03/08/23	Rob Jacobson	0.20	Correspond with C. Okike re confirmation dates (.1); correspond with BRG re same (.1).
03/08/23	Sarah R. Margolis	3.30	Review, revise disclosure statement.
03/08/23	Brian Nakhaimousa	6.20	Revise disclosure statement motion (2.1); analyze precedent re same (1.1); correspond with Z. Ben-Shahar re same (.2); review, revise disclosure statement motion exhibits (2.3); conference with T. Eck re same (.3); correspond with Z. Ben Shahar, T. Eck re same (.2).
03/08/23	Francis Petrie	0.90	Telephone conference with advisor team re plan (.7); prepare for same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Luke Spangler	0.20	Research and compile precedent re disclosure statement and distribute to S. Margolis.
03/09/23	Ziv Ben-Shahar	3.80	Revise disclosure statement motion.
03/09/23	Trevor Eck	6.30	Draft disclosure statement exhibits (3.9); revise disclosure statement exhibits (.5); analyze precedent re same (1.9).
03/09/23	Trevor Eck	0.40	Correspond with F. Petrie, K&E team plan deadlines.
03/09/23	Brian Nakhaimousa	4.20	Analyze precedent re disclosure statement motion (1.1); revise same (3.1).
03/09/23	Francis Petrie	1.10	Review and revise solicitation schedule (.7); correspond with B. Nakhaimousa, K&E team re same (.4).
03/10/23	Ziv Ben-Shahar	1.30	Revise disclosure statement motion (1.1); correspond with B. Nakhaimousa re same (.2).
03/10/23	Trevor Eck	4.40	Draft disclosure statement exhibits (3.9); revise disclosure statement (.5).
03/10/23	Sarah R. Margolis	0.40	Review, analyze disclosure statement.
03/10/23	Brian Nakhaimousa	3.70	Revise disclosure statement motion exhibits (1.1); conference with T. Eck re same (.2); revise disclosure statement motion (2.2); correspond with Z. Ben Shahar re same (.2).
03/13/23	Julia R. Foster	0.40	Research precedent re chapter 11 plans.
03/13/23	Rob Jacobson	1.10	Review, comment on disclosure statement.
03/13/23	Brian Nakhaimousa	1.30	Analyze considerations re costs re plan strategies (.6); conference with F. Petrie re b disclosure statement and confirmation timeline (.7).
03/13/23	Francis Petrie	0.70	Office conference with B. Nakhaimousa re disclosure statement and confirmation timeline.
03/14/23	Brian Nakhaimousa	1.10	Revise summary table re plan.
03/14/23	Christine A. Okike, P.C.	1.10	Analyze plan confirmation strategy.
03/14/23	Francis Petrie	0.90	Review and revise pleadings re case calendar and sale timeline.
03/14/23	Francis Petrie	0.40	Review draft exclusivity motion.
03/15/23	Ziv Ben-Shahar	1.80	Correspond with M. Zurek re exclusivity motion (.4); revise motion re same (1.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/23	Brian Nakhaimousa	1.60	Revise disclosure statement motion (1.4); correspond with Kroll re confirmation timeline (.2).
03/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, BRG, Haynes and Boone, F. Petrie, K&E teams re waterfall analysis.
03/15/23	Mason N. Zurek	0.60	Correspond with Z. Ben-Shahar, K&E team re exclusivity motion (.4); review and revise same (.2).
03/16/23	Ziv Ben-Shahar	1.20	Conference with Kroll, B. Nakhaimousa, R. Jacobson re disclosure statement motion timeline (.5); prepare for same (.3); correspond with B. Nakhaimousa re same (.4).
03/16/23	Ziv Ben-Shahar	1.50	Revise disclosure statement motion (.4); draft notice re same (1.1).
03/16/23	Trevor Eck	0.80	Draft disclosure statement motion exhibits.
03/16/23	Rob Jacobson	1.40	Conference with B. Nakhaimousa, Kroll team re disclosure statement, plan solicitation, timelines (.5); conferences with B. Nakhaimousa re same (.5); review, analyze solicitation timeline (.4).
03/16/23	Mike James Koch	0.20	Analyze case management order re confirmation timeline considerations (.1); correspond with B. Nakhaimousa re same (.1).
03/16/23	Brian Nakhaimousa	1.70	Conference with Kroll, R. Jacobson re confirmation timeline, solicitation (.5); prepare for same (.8); conference with Z. Ben- Shahar, K&E team re same (.4).
03/16/23	Christine A. Okike, P.C.	0.90	Review intercompany claims presentation.
03/16/23	Francis Petrie	1.30	Review exclusivity motion.
03/16/23	Francis Petrie	1.30	Correspond with B. Nakhaimousa K&E team re solicitation schedule, procedures (.6); review notice re case timeline (.7).
03/17/23	Ziv Ben-Shahar	0.40	Review disclosure statement motion (.3); correspond with B. Nakhaimousa re same (.1).
03/17/23	Brian Nakhaimousa	2.20	Revise disclosure statement motion (1.9); draft, review, revise disclosure statement motion notice (.3).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077646

BlockFi Inc.

Matter Number:

54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, BRG and F. Petrie, K&E teams re plan waterfall analysis.
03/17/23	Isabella J. Paretti	0.20	Research re loan collateral re disclosure statement.
03/18/23	Brian Nakhaimousa	0.60	Review, revise disclosure statement motion notice (.2); review, revise disclosure statement motion order (.4).
03/19/23	Ziv Ben-Shahar	1.30	Review, revise exclusivity motion.
03/19/23	Trevor Eck	0.60	Revise disclosure statement motion exhibits.
03/19/23	Francis Petrie	2.00	Review and revise exclusivity motion.
03/19/23	Mason N. Zurek	0.30	Review, revise exclusivity extension motion.
03/20/23	Ziv Ben-Shahar	3.80	Review, revise exclusivity motion (1.9); correspond with M. Zurek re same (.1); correspond with F. Petrie, M. Reiney, M. Zurek re exclusivity motion (.5); review, revise exclusivity motion re same (1.3).
03/20/23	Trevor Eck	0.70	Revise disclosure statement exhibits.
03/20/23	David Hackel	3.30	Research precedent confirmation documents re plan matters (.8); review, analyze same (1.3); draft correspondence to M. Reiney, K&E team re same (1.2).
03/20/23	David Hackel	2.30	Review, analyze precedent confirmation documents re plan matters (2.1); correspond with M. Reiney re same (.1); research re same (.1).
03/20/23	Brian Nakhaimousa	2.90	Conference with F. Petrie, M. Reiney, BRG teams re waterfall considerations (.3); research, analyze precedent re same (2.2); correspond with Z. Ben-Shahar re disclosure statement motion (.1); revise notice of amended confirmation dates (.3).
03/20/23	Christine A. Okike, P.C.	0.40	Review plan timeline (.1); correspond with F. Petrie re same (.1); review waterfall analysis (.2).
03/20/23	Francis Petrie	2.90	Telephone conferences with BRG team re waterfall analysis (.7); review research re same (.5); telephone conferences with BRG team re intercompany netting (.8); telephone conference with B. Nakhaimousa re same (.4); office conferences re intercompany claims (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Francis Petrie	2.20	Review and revise exclusivity motion (1.7); correspond with M. Zurek, K&E team re same (.2); review precedent motions re same (.3).
03/20/23	Margaret Reiney	0.90	Review, revise exclusivity motion.
03/20/23	Mason N. Zurek	1.70	Telephone conference with Z. Ben-Shahar re exclusivity motion (.1); review and revise same (1.1); correspond with M. Reiney, K&E team re same (.5).
03/21/23	Ziv Ben-Shahar	1.80	Revise exclusivity motion (1.3); correspond with M. Reiney, M. Zurek re same (.5).
03/21/23	Trevor Eck	0.30	Review, revise key dates and deadlines summary.
03/21/23	Rob Jacobson	0.60	Review, comment on disclosure statement, disclosure statement motion (.4); correspond with A. Sexton, S. Cantor re tax issues, timing considerations (.2).
03/21/23	Mike James Koch	3.80	Office conference with B. Nakhaimousa, J. Ryan re claims classification considerations (.2); research legal issues re same (3.3); correspond with B. Nakhaimousa, J. Ryan re same (.3).
03/21/23	Sarah R. Margolis	0.30	Analyze public filings re disclosure statement (.2); correspond with T. Eck re same (.1).
03/21/23	Brian Nakhaimousa	6.10	Revise disclosure statement motion exhibits (3.2); conferences with M. Koch, J. Ryan re plan classification research (.6); research, analyze precedent re same (1.2); revise disclosure statement motion (1.1).
03/21/23	Christine A. Okike, P.C.	1.00	Review exclusivity extension motion (.8); telephone conference with F. Petrie re plan (.2).
03/21/23	Isabella J. Paretti	0.80	Correspond with B. Nakhaimousa re research re disclosure statement (.2); research re same (.6).
03/21/23	Francis Petrie	1.00	Review and revise exclusivity motion (.8); correspond with Cole Schotz, M. Reiney re filing of same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/23	Francis Petrie	1.90	Telephone conference with C. Okike re plan treatment and classification (.2); office conference with J. Ryan, M. Reiney re same (.5); review analysis re classification, draft plan (.8); telephone conference with B. Nakhaimousa re plan matters (.2); review updates re same (.2).
03/21/23	Margaret Reiney	2.10	Revise exclusivity motion (1.4); correspond with M. Zurek, K&E team, Cole Schotz re same (.7).
03/21/23	Jimmy Ryan	2.60	Correspond with M. Koch, K&E team re classifications under chapter 11 plan (.4); research re same (.4); conference with M. Koch and B. Nakhaimousa re same (.7); correspond with M. Koch and B. Nakhaimousa re same (.7); office conference with F. Petrie and M. Reiney re chapter 11 plan (.4).
03/21/23	Mason N. Zurek	1.60	Correspond with Z. Ben-Shahar, M. Reiney, F. Petrie, K&E team re exclusivity extension motion (.7); revise same (.9).
03/22/23	Trevor Eck	2.40	Revise disclosure statement.
03/22/23	Rob Jacobson	0.70	Prepare for conference with F. Petrie, K&E teams re plan updates (.5); telephone conference with F. Petrie, K&E teams re same (.2).
03/22/23	Mike James Koch	1.60	Analyze legal issues re claims classification considerations (.5); correspond with B. Nakhaimousa, J. Ryan re same (.1); research, analyze legal issues re classification considerations (1.0).
03/22/23	Brian Nakhaimousa	3.90	Research, analyze plan treatment considerations (2.4); correspond with M. Koch, J. Ryan re same (.3); review, revise disclosure statement exhibits (1.2).
03/22/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, BRG, Haynes and Boone, F. Petrie, K&E teams re plan waterfall analysis.
03/22/23	Francis Petrie	0.80	Telephone conference with BRG team, Company re distributions and plan structure.
03/22/23	Jimmy Ryan	0.60	Correspond with M. Koch, K&E team re chapter 11 plan issues (.3); research re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/23	Mike James Koch	6.50	Research, analyze legal issues re plan classification considerations (2.5); correspond with R. Jacobson re same (.1); research, analyze legal issues re plan classification (3.6); conference with J. Ryan re same (.3).
03/23/23	Brian Nakhaimousa	1.10	Conference with J. Ryan re plan classification (.4); research, analyze considerations re same (.5); correspond with M. Koch, J. Ryan re same (.2).
03/23/23	Francis Petrie	0.90	Telephone conference with R. Jacobson, M. Reiney re deal documents (.5); telephone conference with Haynes and Boone team re case coordination and plan construct (.4).
03/23/23	Jimmy Ryan	1.60	Correspond with M. Koch, K&E team re treatment under chapter 11 plan (.3); research re same (.1); conference with D. Latona and B. Nakhaimousa re same (.3); telephone conference with B. Nakhaimousa re same (.1); telephone conference with M. Koch re same (.2); review, revise, comment on memorandum re same (.6).
03/24/23	Mike James Koch	4.20	Research, analyze legal issues re claims classification (3.0); correspond with B. Nakhaimousa, F. Petrie, K&E team re same (.5); research, analyze legal issues re same (.6); correspond with F. Petrie, K&E team re same (.1).
03/24/23	Brian Nakhaimousa	4.20	Analyze precedent re plan classification (.3); correspond with M. Koch re same (.2); review, revise disclosure statement motion exhibits (3.7).
03/24/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, BRG, Haynes and Boone, F. Petrie, K&E teams re plan waterfall analysis.
03/24/23	Francis Petrie	2.40	Telephone conference re waterfall and plan structure (.8); review research documentation re same (1.1); review research re claim classification matters (.5).
03/24/23	Margaret Reiney	1.30	Review waterfall analysis (.7); correspond with F. Petrie, K&E team re same (.6).
03/27/23	Julia R. Foster	0.30	Research precedent re Voyager disclosure statement exhibits.

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077646

BlockFi Inc.

Matter Number:

54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/23	Mike James Koch	2.20	Conference with B. Nakhaimousa re disclosure statement considerations (.1); review, analyze legal issues re same (2.1).
03/27/23	Brian Nakhaimousa	7.70	Conference with F. Petrie, M. Reiney re solicitation timeline (.2); correspond with M. Koch re precedent re voting declarations (.3); conference with M. Koch re plan considerations (.2); analyze considerations re solicitation timeline (.5); conference with Kroll re same (.2); conference with BRG re voting classes (.2); correspond with BRG re same (.1); correspond with F. Petrie, M. Reiney, R. Jacobson re considerations re solicitation timeline (.2); revise disclosure statement motion re same (2.1); draft ballots re amended plan (2.1); revise disclosure statement (1.1); review disclosure statement precedent re same (.5).
03/27/23	Christine A. Okike, P.C.	2.20	Review plan waterfall analysis (1.6); telephone conference with Moelis, BRG, Haynes and Boone, F. Petrie, K&E teams re same (.6).
03/27/23	Francis Petrie	4.70	Telephone conference re waterfall and plan structure (.6); correspond with M. Reiney, K&E team re solicitation and plan structuring (2.2); revise document re classification (.8); review correspondence from M. Koch and research re 510(b) claims (.5); review research re netting and setoff (.6).
03/27/23	Margaret Reiney	2.90	Correspond with F. Petrie, K&E team re confirmation updates (.7); review disclosure statement (.4); review plan research (1.2); correspond with M. Koch, K&E team re same (.6).
03/27/23	Jimmy Ryan	0.40	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement.

Legal Services for the Period Ending March 31, 2023

Invoice Number:

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BlockFi Inc.

Matter Number:

54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Mike James Koch	9.80	Conference with B. Nakhaimousa re disclosure statement considerations (.1); draft agenda re disclosure statement conference (.2); correspond with F. Petrie, K&E team re same (.1); conference with M. Reiney, K&E team re disclosure statement considerations (.5); conference with C. Okike, K&E team re same (.5); review, revise disclosure statement (3.9); research, analyze legal issues re same (3.1); revise disclosure statement (1.4).
03/28/23	Brian Nakhaimousa	11.30	Revise disclosure statement (3.9); review, analyze district of New Jersey precedent re same (1.1); review, revise disclosure statement motion re amended plan (3.1); draft ballots re amended plan (2.1); conference with M. Reiney, K&E team re plan classification, solicitation (.5); conference with C. Okike, K&E team re plan classification, solicitation (.6).
03/28/23	Christine A. Okike, P.C.	0.50	Telephone conference with F. Petrie, K&E team re plan.
03/28/23	Francis Petrie	3.20	Telephone conference with M. Reiney, K&E team re plan classification (.5); telephone conference with C. Okike re same (.5); review documentation and correspondence re same (.4); review research re claim calculation (.1); review research re governmental treatment (.5); telephone conference with Paul Weiss team (.3); review letter re loan collateral (.6); correspond with R. Jacobson re same (.1); review additional precedent re claims sizing (.2).
03/28/23	Margaret Reiney	2.60	Correspond with F. Petrie, K&E team re plan, disclosure statement (1.1); prepare for same (.6); review research re same (.9).
03/28/23	Jimmy Ryan	6.80	Correspond with M. Reiney, K&E team re chapter 11 plan (.3); revise same (3.9); analyze precedent re same (.2); further revise chapter 11 plan (1.2); conferences with F. Petrie, K&E team re same (1.0); conference with M. Koch and B. Nakhaimousa re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/23	Mike James Koch	8.70	Review, revise disclosure statement (3.9); correspond with J. Ryan, B. Nakhaimousa re same (.1); research, analyze legal issues re disclosure statement considerations (3.5); research, analyze legal issues re plan treatment considerations (1.2).
03/29/23	Brian Nakhaimousa	7.30	Revise disclosure statement (3.9); analyze district of New Jersey precedent disclosure statements (2.4); correspond with M. Koch, M. Reiney, J. Ryan re same (.3); correspond with M. Koch re loan account holders letters, considerations re same (.2); correspond with M. Koch re analysis re plan treatment (.5).
03/29/23	Christine A. Okike, P.C.	0.90	Telephone conference with Kroll team re solicitation mechanics (.4); review plan waterfall analysis (.5).
03/29/23	Isabella J. Paretti	2.10	Review, revise disclosure statement re wallet-related considerations (1.2); review disclosure statement (.5); correspond with M. Koch re same (.1); correspond with B. Nakhaimousa re same (.3).
03/29/23	Francis Petrie	3.80	Telephone conference with SEC re regulatory matters (.2); telephone conference with Company re plan assumptions and analysis (.6); review draft deck re waterfall assumptions (.6); correspond with M. Reiney, K&E team re disclosure statement (.8); telephone conference with R. Jacobson re deal structure and open items (.6); correspond with M. Koch re claim sizing research (.2); review research re same (.5); telephone conference with Kroll team re solicitation schedule (.3).
03/29/23	Margaret Reiney	4.30	Review, revise disclosure statement (3.4); correspond with M. Koch, K&E team re same (.9).
03/29/23	Jimmy Ryan	9.40	Review, analyze precedent re chapter 11 plan (1.1); draft chapter 11 plan (3.9); revise same (3.4); correspond with M. Koch, K&E team re same (.4); analyze issues re class treatment under same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/23	Mike James Koch	2.00	Revise disclosure statement motion (1.4); review, analyze loan agreements re disclosure statement considerations (.4); correspond with B. Nakhaimousa, J. Ryan re same (.1); correspond with R. Jacobson, M. Reiney re same (.1).
03/30/23	Brian Nakhaimousa	4.70	Revise disclosure statement (1.2); correspond with M. Koch, J. Ryan, M. Reiney re same (.2); revise disclosure statement (3.2); correspond with M. Koch re same (.1).
03/30/23	Isabella J. Paretti	2.10	Revise disclosure statement (1.9); correspond with M. Koch, B. Nakhaimousa re same (.2).
03/30/23	Francis Petrie	3.40	Review and revise draft disclosure statement (2.7); correspond with M. Reiney re same (.4); telephone conference with Company, J. Chavez re intercompany claim booking (.2); correspond with BRG team re same (.1).
03/30/23	Margaret Reiney	4.90	Revise disclosure statement (3.7); correspond with M. Koch, K&E team re same (1.2).
03/30/23	Jimmy Ryan	4.40	Review chapter 11 plan (3.2); analyze matters re class treatment under same (.6); correspond with M. Reiney, K&E team re same (.6).
03/31/23	Mike James Koch	3.20	Revise disclosure statement motion, exhibits (.9); correspond with B Nakhaimousa, R. Jacobson re same (.2); research, analyze legal issues re plan classification considerations (.3); correspond with M. Reiney, K&E team re same (.1); research, analyze legal issues re plan treatment (1.1); correspond with M. Reiney, K&E team re same (.1); conference with M. Reiney, K&E team re disclosure statement, plan considerations (.5).
03/31/23	Sarah R. Margolis	0.30	Review, analyze plan distribution, presentation.
03/31/23	Brian Nakhaimousa	1.20	Conference with M. Reiney, J. Ryan, M. Koch re plan classification (.5); review, analyze considerations re loan collateral committee letter re same (.3); correspond with F. Petrie re confirmation timeline (.2); revise disclosure statement (.2).
03/31/23	Christine A. Okike, P.C.	1.80	Telephone conference with B. Tichenor and M. Renzi re plan waterfall (1.0); telephone conference with Company, BRG, Moelis, Haynes & Boone, K&E teams re same (.8).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077646

BlockFi Inc.

Matter Number:

54119-18

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/23	Francis Petrie	2.10	Telephone conference with BRG team, Company re plan assumptions and waterfall (.7); telephone conference with D. Zugay re intercompany booking (.3); review precedent documentation re same (.5); draft correspondence to M. Reiney, K&E team re same (.2); revise timeline re solicitation (.4).
03/31/23	Francis Petrie	0.80	Review and correspond with Haynes and Boone re loan group ad hoc letter (.5); review research and correspondence with M. Koch re same (.3).
03/31/23	Margaret Reiney	1.50	Review disclosure statement (.8); correspond with M. Koch, K&E team re same (.7).
03/31/23	Jimmy Ryan	3.60	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.6); video conference with M. Reiney, K&E team re same (.4); review, analyze plan treatment matters (.6); research re same (1.3); research re discharge under chapter 11 plan (.7).
Total		341.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077648
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 7,267.50

Total legal services rendered

\$ 7,267.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ricardo Guzman	0.50	475.00	237.50
Christine A. Okike, P.C.	3.10	1,850.00	5,735.00
Francis Petrie	1.00	1,295.00	1,295.00
TOTALS	4.60		\$ 7,267.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Francis Petrie	1.00	Telephone conference with Company, JPLs re case status.
03/09/23	Christine A. Okike, P.C.	0.90	Telephone conference with JPLs, Company, Walkers, BRG, Haynes and Boone, F. Petrie and K&E team re international work streams.
03/13/23	Ricardo Guzman	0.50	Correspond with E. Garcia, K&E team re document selection for attorney review.
03/20/23	Christine A. Okike, P.C.	1.00	Telephone conference with Walkers, Berkeley Research Group re intercompany claims (.9); telephone conference with Company re same (.1).
03/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with Joint Provisional Liquidators, Walkers, Berkeley Research Group, Haynes & Boone re intercompany claims.
03/27/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, JPLs, Walkers and Haynes and Boone teams re international key work streams.
Total		4.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077651
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 74,249.50

Total legal services rendered

\$ 74,249.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Julia R. Foster	7.70	480.00	3,696.00
Susan D. Golden	6.40	1,475.00	9,440.00
David Hackel	18.60	735.00	13,671.00
Rob Jacobson	14.20	1,155.00	16,401.00
Mike James Koch	1.10	735.00	808.50
Sarah R. Margolis	13.10	995.00	13,034.50
Brian Nakhaimousa	6.10	995.00	6,069.50
Isabella J. Paretti	3.40	735.00	2,499.00
Francis Petrie	2.20	1,295.00	2,849.00
Margaret Reiney	2.20	1,155.00	2,541.00
Jimmy Ryan	1.30	885.00	1,150.50
Mason N. Zurek	2.10	995.00	2,089.50
TOTALS	78.40		\$ 74,249.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Julia R. Foster	3.00	Correspond with S. Margolis re January invoices (.4); draft certificate of no objection re first monthly K&E fee statement (.5); review January invoices for privilege and confidentiality issues (1.7); draft and revise second K&E monthly fee statement for privilege and confidentiality issues (.4).
03/01/23	Rob Jacobson	2.10	Draft responses to U.S. Trustee questions re supplemental retention declaration (1.2); correspond with B. Nakhaimousa re same (.6); review, analyze issues re same (.3).
03/01/23	Brian Nakhaimousa	1.50	Draft responses to U.S. Trustee questions re supplemental Sussberg declaration (1.2); correspond with R. Jacobson, K&E billing department re same (.3).
03/02/23	David Hackel	3.10	Draft, revise Sussberg supplemental declaration (2.9); correspond with M. Koch, B. Nakhaimousa re same (.2).
03/02/23	Sarah R. Margolis	1.10	Review, revise K&E invoices re privilege and confidentiality.
03/02/23	Brian Nakhaimousa	1.20	Correspond with R. Jacobson supplemental retention declaration (.2); conferences with Berkeley Research Group re same (.3); draft chart re same (.2); review, revise supplemental declaration in support of K&E retention (.3); correspond with D. Hackel re same (.2).
03/02/23	Mason N. Zurek	1.00	Review, revise K&E invoice for privilege and confidentiality.
03/03/23	Rob Jacobson	1.40	Correspond with U.S. Trustee re K&E supplemental retention declaration (.1); draft correspondence re same (.6); review, analyze issues re same (.4); correspond with B. Nakhaimousa, K&E team re same (.3).
03/03/23	Sarah R. Margolis	1.10	Review, revise K&E invoices re privilege and confidentiality.
03/03/23	Brian Nakhaimousa	3.10	Review, revise K&E supplemental retention declaration re confidentiality.
03/03/23	Jimmy Ryan	1.30	Review, revise K&E invoice re privilege and confidentiality.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Mason N. Zurek	1.10	Review, revise K&E invoice for privilege and confidentiality.
03/05/23	David Hackel	2.30	Review, revise supplemental declaration in support of K&E retention (2.1); correspond with R. Jacobson, K&E team re same (.2).
03/05/23	Rob Jacobson	1.10	Review, comment on supplemental declaration in support of K&E retention (.6); correspond with B. Nakhaimousa, D. Hackel re same (.2); research precedent re same (.3).
03/05/23	Brian Nakhaimousa	0.30	Correspond with D. Hackel, R. Jacobson re supplemental declaration in support of K&E retention (.2); review, revise same (.1).
03/06/23	David Hackel	2.10	Correspond with B. Nakhaimousa, R. Jacobson re supplemental declaration in support of K&E retention (.2); review, revise same (1.9).
03/07/23	David Hackel	3.20	Review, revise supplemental declaration in support of K&E retention (3.1); correspond with B. Nakhaimousa re same (.1).
03/07/23	Sarah R. Margolis	0.40	Correspond with M. Koch re certificate of no objection re monthly fee statement (.1); review, revise same (.3).
03/08/23	Julia R. Foster	4.40	Review, revise K&E fee statement for privilege and confidentiality.
03/08/23	Sarah R. Margolis	0.50	Review, analyze K&E invoices re privilege and confidentiality.
03/09/23	Rob Jacobson	2.10	Review, revise K&E invoice for privilege, confidentiality matters.
03/09/23	Sarah R. Margolis	1.20	Review, revise K&E invoices re privilege and confidentiality.
03/13/23	Isabella J. Paretti	2.80	Research precedent re debtors' professional fees (1.7); draft memorandum re same (.7); correspond with B. Nakhaimousa re same (.3); correspond with M. Reiney re same (.1).
03/13/23	Margaret Reiney	2.20	Review, revise K&E invoice for privilege, confidentiality.
03/14/23	Rob Jacobson	3.30	Review, revise K&E invoice for privilege, confidentiality issues.
03/14/23	Sarah R. Margolis	0.10	Telephone conference with R. Jacobson re invoices re privilege and confidentiality.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Isabella J. Paretti	0.60	Review, revise memorandum re debtors' professionals' fees (.4); correspond with B. Nakhaimousa re same (.1); correspond with M. Reiney re same (.1).
03/15/23	Rob Jacobson	0.40	Review, comment on certificate of no objection re fee statement (.2); correspond with C. Okike re same (.1); correspond with R. Hollander, Cole Schotz re filing re same (.1).
03/15/23	Rob Jacobson	2.20	Review, revise K&E invoice for privilege, confidentiality issues.
03/15/23	Sarah R. Margolis	0.30	Correspond with F. Petrie, R. Jacobson re privilege issues re K&E invoices.
03/16/23	Mike James Koch	0.50	Draft analysis re filing deadlines (.4); correspond with R. Jacobson re same (.1).
03/16/23	Sarah R. Margolis	0.50	Correspond with B. Nakhaimousa re privilege issues re K&E invoices (.1); draft summary re privilege, confidentiality considerations (.3); correspond with F. Petrie, K&E team re same (.1).
03/18/23	Sarah R. Margolis	0.10	Review, analyze K&E invoices re privilege, confidentiality issues.
03/20/23	Rob Jacobson	1.60	Review, analyze timing, scheduling issues re monthly fee statements.
03/20/23	Mike James Koch	0.40	Conference with R. Hollander, Cole Schotz re monthly fee statement (.2); correspond with R. Jacobson re same (.2).
03/20/23	Sarah R. Margolis	0.30	Correspond with M. Koch, R. Jacobson re K&E interim fee application and NJ jurisdiction precedent.
03/23/23	Julia R. Foster	0.30	Correspond with S. Margolis re K&E invoice review with respect to privilege.
03/23/23	Susan D. Golden	3.90	Review and revise K&E invoice for privilege and confidentiality (3.6); correspond with S. Margolis re comments to same (.3).
03/23/23	David Hackel	2.60	Correspond with S. Margolis re K&E invoice for privilege and confidentiality (.3); research re same (.1); review, revise K&E invoice for privilege and confidentiality (2.2).
03/23/23	Sarah R. Margolis	1.90	Correspond with S. Golden re K&E invoices re confidentiality, privilege (.1); review, revise K&E invoice re confidentiality, privilege concerns (1.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	David Hackel	3.10	Review and revise K&E invoice for privilege and confidentiality (2.8); review, analyze correspondence from S. Margolis re K&E invoice re same (.3).
03/24/23	Sarah R. Margolis	2.30	Review, revise K&E invoice re privilege, confidentiality (2.0); correspond with D. Hackel re same (.3).
03/27/23	David Hackel	0.50	Review, revise K&E invoices re privilege, confidentiality (.3); correspond with S. Margolis, K&E team re K&E invoice re same (.2).
03/27/23	Sarah R. Margolis	1.50	Review, revise K&E invoices re privilege, confidentiality issues.
03/28/23	David Hackel	0.20	Review, revise K&E invoice for privilege and confidentiality (.1); correspond with S. Margolis re same (.1).
03/28/23	Sarah R. Margolis	0.40	Correspond with D. Hackel re K&E invoice re privilege, confidentiality (.2); correspond with R. Jacobson re monthly fee statement (.1); review, revise same (.1).
03/30/23	David Hackel	0.10	Correspond with S. Margolis re K&E invoice for privilege and confidentiality.
03/30/23	Sarah R. Margolis	0.10	Review, revise K&E invoice re privilege, confidentiality issues.
03/31/23	Susan D. Golden	2.50	Review and revise for privilege and confidentiality for K&E January invoice.
03/31/23	David Hackel	1.40	Correspond with S. Margolis re K&E invoice for privilege and confidentiality (.3); review, revise same re same (1.1).
03/31/23	Mike James Koch	0.20	Review, revise cover sheet re second monthly fee statement (.1); correspond with R. Jacobson re same (.1).
03/31/23	Sarah R. Margolis	1.30	Review, revise K&E invoice re privilege, confidentiality issues (1.0); correspond with F. Petrie, S. Golden re same (.1); correspond with S. Otero, K&E billing department re same (.1); correspond with D. Hackel re same (.1).
03/31/23	Francis Petrie	2.20	Review and revise K&E invoice re privilege, confidentiality issues (1.8); correspond with S. Golden, K&E team re same (.4).

Total 78.40

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077652
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 8,524.50

Total legal services rendered

\$ 8,524.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.80	735.00	588.00
Trevor Eck	1.50	735.00	1,102.50
Julia R. Foster	0.40	480.00	192.00
Rob Jacobson	0.20	1,155.00	231.00
Mike James Koch	1.20	735.00	882.00
Sarah R. Margolis	0.60	995.00	597.00
Brian Nakhaimousa	2.60	995.00	2,587.00
Francis Petrie	0.30	1,295.00	388.50
Margaret Reiney	0.50	1,155.00	577.50
Anthony Vincenzo Sexton, P.C.	0.60	1,680.00	1,008.00
Michael B. Slade	0.20	1,855.00	371.00
TOTALS	8.90		\$ 8,524.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with Deloitte re status of retention.
03/02/23	Anthony Vincenzo Sexton, P.C.	0.30	Correspond with Deloitte and Company re same.
03/08/23	Ziv Ben-Shahar	0.80	Research precedent re fee examiner retention, rates (.6); correspond with M. Reiney, F. Petrie re same (.2).
03/08/23	Julia R. Foster	0.40	Research precedent re claims agent fee invoices.
03/08/23	Francis Petrie	0.30	Correspond with R. Jacobson re sealing motion re professionals' application.
03/10/23	Trevor Eck	0.30	Review, revise Deloitte retention application.
03/11/23	Margaret Reiney	0.50	Review Moelis fee application (.2); correspond with F. Petrie, K&E team, Cole Schotz re same (.3).
03/14/23	Brian Nakhaimousa	0.20	Correspond with T. Eck, K&E team re Deloitte re retention.
03/16/23	Mike James Koch	0.40	Review, analyze inquiries re parties in interest list (.3); correspond with B. Nakhaimousa re same (.1).
03/16/23	Brian Nakhaimousa	0.20	Correspond with Berkeley Research Group, M. Koch re parties in interest list re Deloitte retention.
03/16/23	Michael B. Slade	0.20	Review, revise Renzi declaration re Moelis retention.
03/17/23	Brian Nakhaimousa	0.20	Correspond with Berkeley Research Group, M. Koch re parties in interest list re Deloitte retention.
03/19/23	Brian Nakhaimousa	0.10	Correspond with M. Koch, R. Jacobson re parties in interest list re Deloitte retention.
03/21/23	Sarah R. Margolis	0.20	Correspond with F. Petrie, R. Jacobson re Cole Schotz invoice (.1); telephone conference with Cole Schotz re same (.1).
03/21/23	Brian Nakhaimousa	0.10	Correspond with Deloitte re retention application.
03/22/23	Brian Nakhaimousa	0.70	Conference with Cole Schotz re Berkeley Research Group fee application (.2); review, analyze confidentiality, privilege considerations re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/23	Brian Nakhaimousa	1.10	Review, analyze Berkeley Research Group fee application re confidentiality (1.0); correspond with Berkeley Research Group re same (.1).
03/27/23	Mike James Koch	0.30	Draft certificate of no objection re Moelis monthly fee statement (.2); correspond with S. Margolis re same (.1).
03/27/23	Sarah R. Margolis	0.30	Review, revise certificate of no objection re Moelis monthly fee statement (.2); correspond with M. Koch re same (.1).
03/28/23	Rob Jacobson	0.20	Review, comment re certificate of no objection re Moelis fee application (.1); correspond with M. Koch re same (.1).
03/28/23	Mike James Koch	0.30	Correspond with F. Petrie re certificate of no objection re Moelis fee statement (.1); correspond with R. Hollander, Cole Schotz re same (.1); correspond with Moelis team re same (.1).
03/28/23	Sarah R. Margolis	0.10	Correspond with M. Koch, R. Jacobson re Moelis certificate of no objection.
03/29/23	Trevor Eck	0.70	Review, revise Deloitte retention application.
03/30/23	Trevor Eck	0.50	Review, revise Deloitte retention application.
03/30/23	Mike James Koch	0.20	Review, analyze ordinary course professional list (.1); correspond with F. Petrie re same (.1).
Total		8.90	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077654
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 3,822.00

Total legal services rendered

\$ 3,822.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Francis Petrie	0.30	1,295.00	388.50
Margaret Reiney	0.50	1,155.00	577.50
Anthony Vincenzo Sexton, P.C.	1.70	1,680.00	2,856.00
TOTALS	2.50		\$ 3,822.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Francis Petrie	0.30	Telephone conference with Deloitte team re tax status.
03/03/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Company and Deloitte re status of tax issues (.3); review issues list re same (.2).
03/08/23	Margaret Reiney	0.50	Correspond with A. Sexton, K&E team re tax considerations.
03/08/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with M. Reiney, K&E team re standing call.
03/24/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with Company and Deloitte re tax issues.
03/31/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with Company and Deloitte re tax issues.
Total		2.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077657
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 26,417.50

Total legal services rendered

\$ 26,417.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard U. S. Howell, P.C.	4.50	1,620.00	7,290.00
Casey McGushin	4.60	1,415.00	6,509.00
Michael B. Slade	4.80	1,855.00	8,904.00
Steve Toth	2.30	1,615.00	3,714.50
TOTALS	16.20		\$ 26,417.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Steve Toth	2.30	Travel from New York, NY to Chicago, IL re mining assets auction (billed at half time).
03/13/23	Michael B. Slade	1.30	Travel from Chicago, IL to New York, NY re depositions and witness preparation (billed at half time).
03/15/23	Casey McGushin	1.20	Travel from Chicago, IL to New York, NY re depositions preparation sessions (billed at half time).
03/17/23	Casey McGushin	1.10	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/17/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/20/23	Casey McGushin	1.00	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
03/20/23	Michael B. Slade	1.00	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
03/21/23	Richard U. S. Howell, P.C.	1.20	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
03/21/23	Casey McGushin	1.30	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/22/23	Michael B. Slade	1.20	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/23/23	Richard U. S. Howell, P.C.	1.30	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/29/23	Richard U. S. Howell, P.C.	1.00	Travel from Chicago, IL to New York, NY re deposition preparation (billed at half time).
03/30/23	Richard U. S. Howell, P.C.	1.00	Travel from New York, NY to Chicago, IL following deposition preparation session (billed at half time).
Total		16.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077659

Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 29,627.00

Total legal services rendered

\$ 29,627.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.20	735.00	882.00
Rob Jacobson	4.30	1,155.00	4,966.50
Sarah R. Margolis	5.30	995.00	5,273.50
Brian Nakhaimousa	0.50	995.00	497.50
Francis Petrie	11.40	1,295.00	14,763.00
Margaret Reiney	0.40	1,155.00	462.00
Michael B. Slade	1.50	1,855.00	2,782.50
TOTALS	24.60		\$ 29,627.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Francis Petrie	0.30	Telephone conference and correspond with Cole Schotz re U.S. Trustee requests and status.
03/02/23	Rob Jacobson	1.00	Draft correspondence to U.S. Trustee re inquiry re equity holders as of petition date (.8); review, analyze diligence re same (.1); correspond with B. Nakhaimousa re same (.1).
03/03/23	Brian Nakhaimousa	0.50	Review summary re equity requests re U.S. Trustee (.4); correspond with R. Jacobson re same (.1).
03/06/23	Francis Petrie	1.10	Review and revise letter to U.S. Trustee re committee appointment.
03/07/23	Francis Petrie	0.70	Telephone conference with the U.S. Trustee re potential fee examiner (.2); correspond with M. Reiney, K&E team re process and candidates for same (.5).
03/07/23	Francis Petrie	1.00	Review and correspond re letter to U.S. Trustee re committee appointment.
03/08/23	Francis Petrie	2.70	Review and revise letter to U.S. Trustee re committee appointment (2.2); correspond with R. Jacobson re same (.5).
03/09/23	Francis Petrie	1.70	Review and revise letter to U.S. Trustee re committee appointment (1.5); correspond with R. Jacobson re same (.2).
03/09/23	Francis Petrie	0.50	Correspond with U.S. Trustee team re fee examiner, associated issues (.2); correspond with Haynes and Boone, candidates re status and update (.3).
03/09/23	Michael B. Slade	0.70	Revise letter to U.S. Trustee re request for second committee.
03/10/23	Francis Petrie	1.20	Telephone conference with fee examiner candidate (.5); review materials re same (.7).
03/10/23	Michael B. Slade	0.80	Revise letter to U.S. Trustee re additional committee.
03/13/23	Margaret Reiney	0.40	Correspond with Berkeley Research Group team re monthly operating reports.
03/16/23	Francis Petrie	0.50	Telephone conference with fee examiner candidate.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Sarah R. Margolis	1.90	Review, analyze monthly operating reports (1.4); correspond with R. Jacobson re same (.3); review, analyze monthly operating report instructions, precedent re same (.2).
03/21/23	Ziv Ben-Shahar	1.20	Review K&E monthly operating report re privilege and confidentiality (.8); correspond with S. Margolis re same (.4).
03/21/23	Rob Jacobson	3.30	Review, comment on monthly operating reports (1.8); correspond with M. Shankweiler re same (.2); correspond with S. Margolis re monthly operating report review (.4); analyze monthly operating report issues, amendments (.4); correspond with S. Margolis, Cole Schotz, Berkeley Research Group, K&E, Haynes and Boone teams re same (.3); coordinate filing of same with Cole Schotz (.2).
03/21/23	Sarah R. Margolis	3.40	Correspond with R. Jacobson, Berkeley Research Group re monthly operating reports (.1); review, analyze same (3.3).
03/21/23	Francis Petrie	0.50	Correspond with U.S. Trustee re potential consumer privacy ombudsman appointment (.2); correspond with Company, Haynes and Boone re potential fee examiner appointment (.3).
03/21/23	Francis Petrie	0.90	Correspond with R. Jacobson, BRG re filing final and amended MORs.
03/27/23	Francis Petrie	0.30	Telephone conference with Haynes and Boone, U.S. Trustee re potential fee examiner appointment.
Total		24.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077661

Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 191,870.50

Total legal services rendered

\$ 191,870.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	27.50	1,605.00	44,137.50
Megan Bowsher	1.10	395.00	434.50
Megan Buenviaje	41.90	475.00	19,902.50
Christopher Costello	6.70	1,195.00	8,006.50
Esther Estella Garcia	25.70	645.00	16,576.50
Meghan E. Guzaitis	7.80	550.00	4,290.00
Ricardo Guzman	30.20	475.00	14,345.00
Jennifer Mancini	4.50	715.00	3,217.50
Christine A. Okike, P.C.	1.00	1,850.00	1,850.00
Alex D. Pappas	25.50	985.00	25,117.50
Francis Petrie	0.40	1,295.00	518.00
Alexandria Ray	2.50	715.00	1,787.50
Laura K. Riff	35.60	1,405.00	50,018.00
Michael B. Slade	0.90	1,855.00	1,669.50
TOTALS	211.30		\$ 191,870.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Bob Allen, P.C.	2.50	Conference with Company, L. Riff, K&E team re litigation analysis (.3); conference with Company and L. Riff re SEC presentation (.5); revise talking points and production binder (.6); prepare for conference with SEC (.5); review documents re considerations re same (.6).
03/01/23	Megan Buenviaje	2.10	Manage and prepare review assignments re regulatory matters (.4); conference with L. Riff re same (.6); prepare potential production re same (.6); update documentation re same (.5).
03/01/23	Esther Estella Garcia	1.50	Review, analyze Company documents re production, quality control (1.2); correspond with L. Riff re same (.3).
03/01/23	Ricardo Guzman	3.00	Analyze document selection re attorney review, collection process, quality control updates and reporting (2.0); coordinate with Deloitte re production process (.5); correspond with E. Garcia, K&E team re review inquires and project updates (.5).
03/01/23	Alex D. Pappas	1.10	Research legal matters re SEC inquiries.
03/01/23	Alex D. Pappas	0.80	Review and analyze SEC talking points (.6); correspond with B. Allen and A. Wendell re same (.2)
03/01/23	Laura K. Riff	1.20	Prepare for telephone conference with B. Allen, Company re response to regulatory requests (.2); conference with B. Allen, Company re same (.3); manage review of documents in response to Commodity Futures Trading Commission, SDNY and SEC requests (.7).
03/02/23	Bob Allen, P.C.	2.50	Conference with SEC and A. Pappas re regulatory inquiries (1.0); prepare conference with SEC and A. Pappas re same (1.0); correspond with Company re conference with SEC (.1); telephone conference with Company re SEC meeting (.4).
03/02/23	Esther Estella Garcia	2.00	Review, analyze Company documents re production, quality control (1.8); correspond with L. Riff re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Meghan E. Guzaitis	0.40	Correspond with Commodity Futures Trading Commission re posting productions.
03/02/23	Ricardo Guzman	2.20	Analyze production documents, quality control process, and workflow updates (.2); correspond with Deloitte re production updates (1.2); correspond with regulators re same (.5); correspond with L. Riff and M. Guzaitis re same (.3).
03/02/23	Alex D. Pappas	1.80	Conference with SEC and B. Allen (.8); draft summary re same (.7); correspond with same re same (.3).
03/03/23	Bob Allen, P.C.	2.20	Conference with California regulator and L. Riff re subpoena (.3); telephone conference with Haynes and Boone and Company re Emergent (.5); telephone conference with F. Petrie, K&E team re plan (.1); correspond with Texas and Alabama regulators re inquiries (.1); analyze document production re SEC, Texas and Alabama productions (.5); review of Southern District of Florida freeze order and associated correspondence (.4); conference with L. Riff, K&E team re same (.3).
03/03/23	Megan Buenviaje	0.30	Correspond with L. Riff re production status.
03/03/23	Megan Buenviaje	0.80	Review, analyze new document review protocol.
03/03/23	Ricardo Guzman	0.30	Prepare for conference with L. Riff, K&E team re document review (.1); conference with L. Riff, K&E team re same (.2).
03/03/23	Ricardo Guzman	1.00	Analyze documents re production and quality control process (.8); correspond with L. Riff re search inquires and updates re same (.2).
03/03/23	Alex D. Pappas	1.70	Review and analyze key document batches.
03/03/23	Francis Petrie	0.40	Review materials re state license requirements, stipulation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Laura K. Riff	3.30	Draft protocol for review and analysis of documents for responses to regulators (1.4); prepare for conference with LegalPeople attorneys re document review re responses to regulators (.3); conference with LegalPeople attorneys re same (.7); prepare for telephone conference with B. Allen and California Department of Financial Protection and Innovation re document requests (.2); conference with B. Allen and California Department of Financial Protection and Innovation re same (.3); manage document collection and review re responses to regulators (.4).
03/04/23	Bob Allen, P.C.	0.70	Analyze precedent filings and media re SEC positions (.2); review and analyze litigation materials and notes (.5).
03/05/23	Bob Allen, P.C.	1.90	Draft, revise letter to California Department of Financial Protection and Innovation re subpoena.
03/05/23	Bob Allen, P.C.	0.60	Correspond with Haynes and Boone, M. Slade re DOJ stipulation in Emergent bankruptcy and related issues re FTX proceedings.
03/06/23	Bob Allen, P.C.	1.20	Conference with A. Pappas re California securities test research (.2); review and analyze notes re state regulator conversations and related materials (.6); analyze materials re Texas and California subpoenas (.2); correspond with A. Pappas, K&E team re same (.2).
03/06/23	Megan Bowsher	0.40	Review produced materials to Alabama Securities Commission and Texas State Securities Board (.2); revise production tracker re same (.2).
03/06/23	Megan Bowsher	0.40	Review productions to CFTC (.2); revise production tracker re same (.2).
03/06/23	Megan Buenviaje	1.70	Draft review assignments, workflow and status reports (.9); conference with L. Riff re same (.3); prepare potential production set for attorney review (.2); update documentation re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/23	Megan Buenviaje	1.60	Draft review assignments, workflow and status reports re document review (.8); correspond with L. Riff re same (.2); draft potential production set of documents re attorney review (.4); revise tracker re same (.2).
03/06/23	Esther Estella Garcia	0.50	Prepare Company documents for production (.2); review, analyze production quality control (.1); correspond with L. Riff, K&E team re same (.1); telephone conference L. Riff re same (.1).
03/06/23	Ricardo Guzman	0.50	Prepare for conference with L. Riff, K&E team re project updates and planning (.2); conference with L. Riff, K&E team re same (.3).
03/06/23	Ricardo Guzman	1.00	Analyze inquires re attorney review and reporting.
03/06/23	Alex D. Pappas	4.20	Research re California's risk capital test (3.9); analyze considerations re BYP re same (.3).
03/06/23	Laura K. Riff	3.80	Manage productions of documents to regulators (1.5); correspond with M. Buenviaje and R. Guzman re same (.5); review and analyze documents re privilege (1.8).
03/07/23	Bob Allen, P.C.	1.90	Conference with Company re state regulatory response (.4); conference with Company re regulatory workflows (.5); review research re California securities laws (1.0).
03/07/23	Megan Buenviaje	0.60	Draft review assignments, workflow and status reports (.4); conference with L. Riff re same (.2).
03/07/23	Megan Buenviaje	0.60	Telephone conference with Deloitte, L. Riff, K&E team re document review and production workflows (.3); revise documentation re same (.3).
03/07/23	Esther Estella Garcia	0.50	Draft production logic (.4); correspond with M. Buenviaje, K&E team re tagging inconsistencies (.1).
03/07/23	Ricardo Guzman	0.30	Prepare for telephone conference with L. Riff, K&E team, Deloitte re regulatory considerations (.1); conference with L. Riff, K&E team, Deloitte re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/23	Ricardo Guzman	1.00	Analyze inquires for attorney review and reporting (.7); coordinate with Deloitte re workspace updates and document collection process (.3).
03/07/23	Alex D. Pappas	0.30	Review and revise letter to state regulators.
03/07/23	Alex D. Pappas	0.10	Correspond with L. Riff re key documents.
03/07/23	Alex D. Pappas	1.70	Research re risk capital test (1.0); draft summary re same (.7).
03/07/23	Alex D. Pappas	0.30	Conference with Company and B. Allen re regulatory considerations.
03/07/23	Laura K. Riff	1.00	Telephone conference with Deloitte, R. Guzman re document review updates (.3); prepare re same (.7).
03/07/23	Michael B. Slade	0.40	Telephone conference with B. Allen, K&E team re regulators.
03/08/23	Bob Allen, P.C.	1.40	Conference with Texas, Alabama and California regulators re regulatory considerations (.4); finalize California production (.2); revise production letter re same (.2); review response to California information requests (.6).
03/08/23	Megan Buenviaje	1.40	Draft review assignments, workflow and status reports (1.1); conference with L. Riff and R. Guzman re same (.3).
03/08/23	Ricardo Guzman	3.70	Analyze documents re document selection for production, quality control process and reporting (1.7); correspond with Legal People and Deloitte re workflow updates and planning (1.0); correspond with M. Buenviaje, K&E team re production process and project updates (1.0).
03/08/23	Alex D. Pappas	0.70	Draft supplemental letter re state subpoena response.
03/08/23	Alex D. Pappas	0.50	Conference with state regulators re regulatory considerations (.4); correspond with state regulators re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Laura K. Riff	2.60	Prepare for telephone conference with B. Allen, A. Pappas and regulators from Texas and Alabama re document requests (.2); conference with B. Allen, A. Pappas and regulators re same (.3); manage collection and review of documents for same (.8); telephone conference with B. Allen, Company re regulatory responses (1.3).
03/09/23	Megan Buenviaje	0.60	Draft summary re potential production universe for attorney review (.4); revise documentation re same (.2).
03/09/23	Megan Buenviaje	2.60	Draft review assignments, workflow and status reports (1.2); correspond with L. Riff and R. Guzman re same (.4); prepare potential production universe re attorney review (.8); revise documentation re same (.2).
03/09/23	Christopher Costello	0.20	Correspond with L. Riff re privilege review matters.
03/09/23	Esther Estella Garcia	2.00	Prepare, execute and validate production logic (.4); correspond with R. Guzman, K&E team re tagging inconsistencies (.4); coordinate preparation of documents for production to opposing party (1.2).
03/09/23	Meghan E. Guzaitis	0.40	Produce documents to California Department of Financial Protection and Innovation.
03/09/23	Ricardo Guzman	0.50	Analyze document selection re attorney review and quality control process.
03/09/23	Ricardo Guzman	2.50	Analyze documents re document selection for production and quality control process (1.2); coordinate with Deloitte re production process (.3); correspond with E. Garcia, K&E team re production updates and reporting (1.0).
03/09/23	Ricardo Guzman	0.20	Telephone conference with L. Riff, K&E team re project updates and planning.
03/09/23	Alex D. Pappas	2.20	Review, analyze second-level privilege quality control in anticipation of document production (1.9); correspond with R. Guzman, K&E team re same (.3).
03/09/23	Michael B. Slade	0.50	Telephone conference with Covington, Haynes and Boone and Company re regulatory considerations.
03/10/23	Bob Allen, P.C.	0.90	Draft letter re state information requests.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/23	Megan Bowsher	0.30	Review production to California Department of Financial Protection and Innovation (.2); revise production tracker re same (.1).
03/10/23	Megan Buenviaje	1.70	Review and analyze potential production set (1.5); conference with L. Riff re same (.2).
03/10/23	Megan Buenviaje	1.30	Draft review assignments, workflow and status reports (1.1); correspond with L. Riff and R. Guzman re same (.2).
03/10/23	Christopher Costello	0.50	Correspond with L. Riff re review and quality control matters (.2); correspond with E. Garcia and A. Pappas re same (.3).
03/10/23	Esther Estella Garcia	1.00	Prepare Company documents for production (.3); draft production logic (.5); correspond with L. Riff re production release (.2).
03/10/23	Ricardo Guzman	0.50	Prepare for telephone conference with L. Riff, K&E team re quality control process and production updates (.1); conference with L. Riff, K&E team re same (.4).
03/10/23	Ricardo Guzman	1.20	Analyze documents re document selection for production, quality control process, and reporting (1.0); coordinate with L. Riff, K&E team re document review updates (.2).
03/10/23	Alex D. Pappas	1.30	Review and analyze documents for privilege (1.0); conference with C. Costello and K&E team re same (.3).
03/10/23	Laura K. Riff	1.00	Telephone conference with C. Costello re document review strategy (.2); prepare for same (.3); telephone conference with M. Slade, K&E team re productions and depositions (.5).
03/11/23	Alex D. Pappas	0.80	Review and analyze documents re privilege considerations.
03/11/23	Laura K. Riff	4.80	Review documents re preparation for production to federal regulators in response to subpoenas (3.9); analyze documents re regulatory considerations re same (.9).
03/12/23	Bob Allen, P.C.	0.80	Revise letter to state regulators (.6); review underlying case law re same (.2).
03/12/23	Christopher Costello	0.20	Correspond with E. Garcia and M. Buenviaje re privilege review and quality control matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/23	Bob Allen, P.C.	3.20	Revise letter to state regulators and related risk-capital test research (2.4); conference with SEC re Silicon Valley Bank exposure (.2); correspond with SEC re same (.6).
03/13/23	Megan Buenviaje	2.40	Perform quality control re document production materials (2.1); correspond with L. Riff re same (.3).
03/13/23	Christopher Costello	0.90	Telephone conference with L. Riff, M. Buenviaje, R. Guzman and E. Garcia re privilege review and quality control matters (.6); analyze documents re privilege logging (.3).
03/13/23	Esther Estella Garcia	0.50	Telephone conference with C. Costello, K&E team re privilege review issues.
03/13/23	Meghan E. Guzaitis	0.60	Prepare production documents re regulatory matters.
03/13/23	Ricardo Guzman	1.20	Analyze documents re document selection for production, quality control process and reporting (.5); coordinate with Deloitte re document collection updates (.5); correspond with case team re project planning (.2).
03/13/23	Ricardo Guzman	0.50	Telephone conference with C. Costello, K&E team re privilege review updates and planning.
03/13/23	Alex D. Pappas	0.20	Conference with SEC re Silicon Valley Bank (.1); conference with B. Allen re same (.1).
03/13/23	Alex D. Pappas	0.80	Review, analyze documents for privilege (.4); redact documents re same (.4).
03/13/23	Alex D. Pappas	0.50	Review marketing communications.
03/13/23	Alex D. Pappas	1.10	Revise response letter re state subpoena.
03/13/23	Laura K. Riff	2.40	Correspond with M. Buenviaje, K&E team re coordinating search for documents responsive to subpoena from California regulator (1.0); telephone conference with M. Buenviaje and R. Guzman re productions (.5); review, analyze documents for production to federal regulators (.9).
03/14/23	Bob Allen, P.C.	1.20	Correspond with SEC re FTX exposure (.2); analyze underlying documents to be produced re document review (.4); conference with Company, L. Riff re status of responses to regulators (.3); revise California letter re comments from M. Nonaka (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Megan Buenviaje	1.30	Prepare vendor processed Company documents re attorney review (.4); correspond with L. Riff re same (.1); analyze Legal People managed review team overturn statistics (.6); prepare summary re same for attorney review (.2).
03/14/23	Christopher Costello	0.40	Correspond with E. Garcia re privilege efforts and next steps.
03/14/23	Esther Estella Garcia	2.00	Review, analyze Company documents for production (1.5); correspond with L. Riff and C. Costello re same (.2); telephone conference with L. Riff, C. Costello, K&E team re same (.3).
03/14/23	Ricardo Guzman	1.50	Analyze documents re document productions, quality control process and workflow updates (1.0); coordinate with Deloitte re document collection process (.3); correspond with L. Riff and M. Buenviaje re project updates and planning (.2).
03/14/23	Ricardo Guzman	0.30	Telephone conference with Deloitte, E. Garcia, K&E team re quality control project updates and planning.
03/14/23	Ricardo Guzman	0.20	Review, analyze document selection re production and quality control process.
03/14/23	Laura K. Riff	2.90	Prepare for telephone conference with Company re status of responses to regulators (.2); conference with Company re same (.3); review and analyze documents responsive to regulator subpoenas (.6); correspond with B. Allen re same (.3); telephone conference with Deloitte re status of collections, processing and review of documents (.3); manage review of documents re same (1.2).
03/15/23	Bob Allen, P.C.	0.60	Conference with Company re regulatory productions (.3); revise California response (.3).
03/15/23	Megan Buenviaje	1.40	Analyze Company documents re production for federal regulators (1.2); correspond with L. Riff re same (.2).
03/15/23	Christopher Costello	0.40	Telephone conference with E. Garcia, K&E team re quality control efforts and demand for LegalPeople reviewers.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/23	Esther Estella Garcia	2.00	Prepare Company documents for production (1.6); telephone conference with L. Riff, C. Costello, K&E team re same (.4).
03/15/23	Meghan E. Guzaitis	0.30	Research internal documents re attorney review in fact development.
03/15/23	Ricardo Guzman	0.50	Analyze documents re production documents, quality control process, and reporting.
03/15/23	Ricardo Guzman	0.10	Correspond with Deloitte re document collection for production.
03/15/23	Alex D. Pappas	1.60	Redact documents re privilege considerations.
03/15/23	Alex D. Pappas	0.30	Review customer communications re loan programs in response to regulator inquiries.
03/15/23	Laura K. Riff	2.60	Manage collection and review of documents for California, Texas and Alabama regulators (1.2); manage review of documents for federal regulators (1.1); correspond with Company re same (.3).
03/16/23	Christopher Costello	0.30	Correspond with E. Garcia re quality control status for productions.
03/16/23	Esther Estella Garcia	2.00	Review, analyze Company documents re production (1.8); correspond with L. Riff and C. Costello re same (.2).
03/16/23	Ricardo Guzman	0.80	Review, analyze document productions and quality control process (.5); correspond with L. Riff and K&E team re project inquiries and updates (.3).
03/16/23	Alex D. Pappas	1.10	Review and analyze documents re privilege considerations.
03/16/23	Laura K. Riff	1.30	Correspond with R. Guzman, K&E team re production to state regulators re response to subpoena.
03/17/23	Bob Allen, P.C.	1.20	Revise state subpoena responses (.8); review materials re witness deposition re same (.4).
03/17/23	Christopher Costello	0.30	Conference with E. Garcia re quality control issues.
03/17/23	Esther Estella Garcia	1.50	Review, revise Company documents re production (.9); draft production quality control re same (.6).
03/17/23	Ricardo Guzman	0.50	Analyze workflow updates (.3); correspond with L. Riff re project updates (.2).
03/17/23	Ricardo Guzman	0.50	Analyze documents re production, quality control process and reporting.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Bob Allen, P.C.	0.40	Review, analyze DOJ, SEC, and Commodity Futures Trading Commission production letters and productions.
03/20/23	Megan Buenviaje	3.90	Review workflow parameters and searches (1.9); conference with L. Riff, K&E team re workflow status (.7); draft workflow summaries re same (.9); revise process documentation and tracking logs re same (.4).
03/20/23	Christopher Costello	0.80	Telephone conference with L. Riff, K&E team re outstanding privilege review questions and matters (.5); correspond with LegalPeople re staffing matters (.3).
03/20/23	Esther Estella Garcia	0.50	Telephone conference with C. Costello, K&E team re production quality control status.
03/20/23	Ricardo Guzman	0.30	Review, analyze document selection re production and quality control process.
03/20/23	Ricardo Guzman	0.50	Telephone conference with L. Riff and K&E team re project updates and planning.
03/20/23	Alex D. Pappas	1.40	Review and analyze documents for privilege (1.1); conference with A. Garcia re same (.3).
03/21/23	Bob Allen, P.C.	0.30	Conference with Company re regulatory workflows.
03/21/23	Megan Buenviaje	3.60	Review workflow parameters and searches (1.4); correspond with L. Riff and K&E team re workflow status (.9); draft workflow summaries (.7); revise process documentation and tracking logs (.6).
03/21/23	Christopher Costello	0.30	Correspond with E. Garcia and vendor re ongoing access and review matters.
03/21/23	Esther Estella Garcia	0.20	Correspond with L. Riff re search term report results from Deloitte.
03/21/23	Meghan E. Guzaitis	0.60	Review and produce Commodity Futures Trading Commission document production.
03/21/23	Ricardo Guzman	0.80	Review, analyze documents re production (.6); correspond with C. McGushin re same (.2).
03/21/23	Laura K. Riff	1.30	Correspond with R. Guzman, M. Buenviaje, Deloitte re status of productions to regulators.
03/22/23	Megan Buenviaje	1.80	Review workflow parameters and searches (1.2); correspond with L. Riff and K&E team re workflow status (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/23	Megan Buenviaje	2.70	Review workflow parameters and searches (1.1); correspond with L. Riff and K&E team re workflow status (.6); draft workflow summaries (.4); revise process documentation and tracking logs (.6).
03/22/23	Esther Estella Garcia	1.50	Draft, revise Relativity searches re investigatory request (1.0); correspond with L. Riff re search request findings re same (.5).
03/22/23	Meghan E. Guzaitis	0.50	Compile documents re submission in expert review.
03/22/23	Ricardo Guzman	0.30	Correspond with A. Pappas re document selection for attorney review.
03/22/23	Ricardo Guzman	0.30	Telephone conference with L. Riff re document collection updates and project planning.
03/22/23	Ricardo Guzman	0.20	Telephone conference with Deloitte, L. Riff, K&E team re case team re project updates and planning.
03/22/23	Alex D. Pappas	0.40	Review Company public communication materials (.3); correspond with M. Slade re same (.1).
03/22/23	Laura K. Riff	3.90	Prepare for telephone conference with Deloitte re productions to regulators (.3); conference with Deloitte re same (.7); research documents re California regulators (1.5); review and analyze documents for production to federal regulators (1.4).
03/23/23	Esther Estella Garcia	0.20	Correspond with L. Riff re search term report results from Deloitte.
03/23/23	Ricardo Guzman	0.30	Analyze documents re document selection for production and reporting.
03/23/23	Jennifer Mancini	4.50	Review documents re privilege considerations (3.5); redact information re same (1.0).
03/23/23	Alexandria Ray	0.50	Telephone conference with R. Patel and L. Riff re fact development strategy.
03/24/23	Megan Buenviaje	2.40	Perform quality control re document production materials (.9); correspond with L. Riff re same (.3); review workflow parameters and searches (.4); correspond with L. Riff and K&E team re workflow status (.3); draft workflow summaries (.3); revise process documentation and tracking logs (.2).
03/24/23	Meghan E. Guzaitis	0.80	Compile documents re expert review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	Meghan E. Guzaitis	0.30	Upload documents re expert review.
03/24/23	Ricardo Guzman	2.00	Analyze documents re document selection for production, quality control process, and reporting (1.2); correspond with Deloitte re production process (.3); correspond with L. Riff re project updates and planning (.5).
03/24/23	Alexandria Ray	2.00	Review and analyze case background materials re fact development strategy.
03/25/23	Bob Allen, P.C.	0.40	Analyze sample marketing documents (.2); correspond with L. Riff re same (.2).
03/25/23	Ricardo Guzman	0.60	Correspond with Deloitte, L. Riff, K&E team re production documents for regulator.
03/27/23	Bob Allen, P.C.	0.30	Correspond with L. Riff re review of sample marketing documents.
03/27/23	Bob Allen, P.C.	0.70	Review Haynes and Boone letter re Robinhood shares (.3); conference with Company re same (.4).
03/27/23	Megan Buenviaje	2.10	Review workflow parameters and searches (.9); correspond with L. Riff and K&E team re workflow status (.4); update process documentation and tracking logs (.8).
03/27/23	Megan Buenviaje	2.30	Review workflow parameters and searches (1.3); correspond with L. Riff and K&E team re workflow status (.4); draft workflow summaries (.6).
03/27/23	Christopher Costello	0.50	Telephone conference with L. Riff and E. Garcia re ongoing privilege review matters.
03/27/23	Esther Estella Garcia	1.00	Correspond with L. Riff, C. Costello re production status (.2); prepare search query logic (.2); correspond with L. Riff re results re same (.2); prepare production logic (.2); correspond with L. Riff, C. Costello re privilege screen (.2).
03/27/23	Meghan E. Guzaitis	0.40	Compile documents for expert review in fact development.
03/27/23	Laura K. Riff	1.90	Review and analyze documents for production to regulators.
03/28/23	Bob Allen, P.C.	1.10	Prepare for conference with C. Okike, Company re exculpation (.3); conference with same re same (.7); correspond with J. Wheaton at Commodity Futures Trading Commission re follow-up (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Bob Allen, P.C.	0.50	Conference with Company re Robinhood shares.
03/28/23	Megan Buenviaje	1.10	Review, analyze workflow parameters and searches (.7); correspond with L. Riff and K&E team re workflow status (.4).
03/28/23	Christopher Costello	0.40	Telephone conference with J. Rorem re Legal People document review and training.
03/28/23	Esther Estella Garcia	0.50	Draft search query logic (.2); correspond with L. Riff re results re same (.1); prepare production logic (.1); correspond with L. Riff, C. Costello re privilege screen (.1).
03/28/23	Meghan E. Guzaitis	1.20	Compile documents for Day Pitney re fact development.
03/28/23	Meghan E. Guzaitis	1.80	Compile case documents for attorney review in deposition preparation.
03/28/23	Meghan E. Guzaitis	0.50	Conference with court reporting services re deposition exhibits.
03/28/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company. B. Allen, K&E team re regulatory strategy.
03/28/23	Alex D. Pappas	0.20	Correspond with E. Garcia and L. Riff re supplemental California production.
03/28/23	Laura K. Riff	0.80	Correspond with A. Pappas and E. Garcia re identifying documents for California Department of Financial Protection and Innovation.
03/28/23	Laura K. Riff	0.50	Review, revise summary of productions.
03/29/23	Megan Buenviaje	1.60	Review workflow parameters and searches (1.2); correspond with L. Riff and K&E team re workflow status (.4).
03/29/23	Christopher Costello	1.50	Correspond with E. Garcia, K&E team re document review for privilege, quality control (1.2); correspond with Legal People reviewers re same (.3).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077661

BlockFi Inc.

Matter Number:

54119-25

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/23	Esther Estella Garcia	3.50	Correspond with L. Riff and C. Costello re production (.2); conference with L. Riff and C. Costello re same (.2); draft search query logic re same (.3); correspond with L. Riff re results re same (.1); draft logic re same (.4); correspond with L. Riff, C. Costello re privilege considerations (.3); review and analyze document review training protocol (.5); correspond with C. Costello re same (.2); compile Company documents for attorney review re regulatory matters (1.3).
03/29/23	Christine A. Okike, P.C.	0.50	Prepare for conference with SEC re sale transaction (.2); telephone conference with SEC re same (.3).
03/29/23	Alex D. Pappas	0.40	Review documents re California subpoena (.3); correspond with L. Riff re same (.1).
03/30/23	Bob Allen, P.C.	1.00	Analyze Commodity Futures Trading Commission subpoena and remaining production requirements (.6); conference with Company re same (.4).
03/30/23	Esther Estella Garcia	1.00	Correspond re conference with L. Riff and C. Costello re production (.2); conference with L. Riff and C. Costello re same (.2); draft search query logic (.3); correspond with L. Riff re results re same (.1); prepare production re search query logic (.1); correspond with L. Riff, C. Costello re privilege considerations (.1).
03/31/23	Esther Estella Garcia	1.80	Prepare, execute and validate search query logic (1.3); correspond with L. Riff re query search results (.3); correspond with L. Riff re review results for deposition review (.2).
03/31/23	Ricardo Guzman	0.90	Correspond with E. Garcia, K&E team re production update.
03/31/23	Laura K. Riff	0.30	Draft communications re documents re California Department of Financial Protection and Innovation.
Total		211.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077663
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 305,357.50

Total legal services rendered

\$ 305,357.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Erin Bishop	3.70	1,135.00	4,199.50
Cade C. Boland	7.40	985.00	7,289.00
Megan Bowsher	4.20	395.00	1,659.00
Megan Buenviaje	2.60	475.00	1,235.00
Shayne Henry	2.00	1,310.00	2,620.00
Richard U. S. Howell, P.C.	26.30	1,620.00	42,606.00
Casey McGushin	60.50	1,415.00	85,607.50
Christine A. Okike, P.C.	1.20	1,850.00	2,220.00
Francis Petrie	0.70	1,295.00	906.50
Laura K. Riff	54.60	1,405.00	76,713.00
Alexandra Schrader	5.90	985.00	5,811.50
Michael B. Slade	39.30	1,855.00	72,901.50
Katie J. Welch	1.40	1,135.00	1,589.00
TOTALS	209.80		\$ 305,357.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Casey McGushin	1.80	Correspond with M. Slade, K&E team re potential experts re investigation (.6); research issues re potential experts (.8); conference with potential expert (.4).
03/01/23	Laura K. Riff	1.40	Draft document review protocol re UCC considerations.
03/01/23	Michael B. Slade	1.00	Analyze special committee assignment.
03/02/23	Casey McGushin	0.40	Conference with board re potential retention of expert re investigation.
03/03/23	Casey McGushin	1.80	Prepare for conference with potential expert witnesses re investigation (.9); conference with first potential expert re same (.5); conference with second potential expert re same (.4).
03/05/23	Cade C. Boland	0.60	Telephone conference with R. Howell, K&E team re litigation strategy (.5); review, analyze deposition strategy (.1).
03/05/23	Shayne Henry	0.50	Conference with C. Boland, K&E team re depositions re investigations.
03/05/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with M. Slade, K&E team re deposition strategy.
03/05/23	Michael B. Slade	0.60	Review and revise stipulation.
03/06/23	Casey McGushin	0.90	Prepare for telephone conference with potential expert assisting in investigation re investigation (.4); telephone conference with potential expert re same (.5).
03/06/23	Laura K. Riff	2.10	Design, draft document review protocol re UCC considerations.
03/07/23	Richard U. S. Howell, P.C.	0.70	Review, analyze pleadings re deposition preparation.
03/07/23	Laura K. Riff	1.50	Manage document review protocol re UCC considerations.
03/08/23	Casey McGushin	1.30	Participate in deposition preparation sessions with C. Okike, K&E team, Company.
03/08/23	Christine A. Okike, P.C.	1.20	Attend deposition preparation meeting with management, Haynes and Boone, R. Howell and K&E team.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Michael B. Slade	3.80	Prepare for witness meeting (.5); conference with witnesses re deposition preparation (3.0); correspond with witnesses re depositions (.3).
03/09/23	Richard U. S. Howell, P.C.	0.50	Review, analyze diligence re D. Spack deposition preparation (.4); review correspondence from M. Slade re deposition issues (.1).
03/09/23	Laura K. Riff	7.20	Correspond with M. Slade re UCC diligence requests (.3); telephone conference with Company, M. Slade re same (.5); telephone conference with Brown Rudnick and M. Slade re same (.5); telephone conference with M. Buenviaje, K&E team re UCC diligence requests (1.0); review, analyze considerations re same (3.9); further review, analyze review process re same (1.0).
03/09/23	Michael B. Slade	2.40	Telephone conference with C. Okike and F. Petrie re hearing preparation (.3); telephone conference with S. Henry, L. Riff and K&E team re diligence requests (.5); draft, revise correspondence re same (.8); telephone conference with Brown Rudnick re diligence (.3); correspond with Company re deposition scheduling (.5).
03/10/23	Erin Bishop	3.40	Review and analyze potential production population re redactions for privilege.
03/10/23	Cade C. Boland	2.10	Telephone conference with Company, R. Howell, K&E team re deposition preparation session (1.6); telephone conference with R. Howell, K&E team re deposition preparation strategy (.5).
03/10/23	Megan Bowsher	0.30	Review document production to UCC (.2); revise production tracker (.1).
03/10/23	Shayne Henry	0.80	Conference with M. Slade re deposition preparations.
03/10/23	Laura K. Riff	3.80	Telephone conference with Covington re UCC considerations (.3); review, analyze documents re same (3.5).
03/10/23	Michael B. Slade	2.20	Telephone conference with witness re deposition preparation (1.6); analyze, review UCC diligence matters (.6).
03/10/23	Katie J. Welch	0.10	Correspond with C. McGushin, K&E team re witness preparation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/23	Erin Bishop	0.30	Review potential production population re privilege and responsiveness coding.
03/11/23	Cade C. Boland	0.80	Prepare binder re deposition preparation.
03/11/23	Megan Buenviaje	0.90	Revise proposed production search re Committee requests (.6); conference with L. Riff re same (.3).
03/12/23	Casey McGushin	0.80	Review and analyze documents re witness deposition preparation.
03/13/23	Megan Bowsher	1.10	Compile documents re witness preparation session (.8); coordinate preparation of hard copies of witness preparation documents for attorney review (.3).
03/13/23	Megan Buenviaje	1.40	Prepare for telephone conference re review and production workflow re UCC requests (.8); telephone conference with L. Riff and K&E team re same (.6).
03/13/23	Casey McGushin	1.20	Conference with M. Slade, Company re retention of potential consulting expert to assist with investigation (.8); prepare for conference with same re same (.4).
03/13/23	Laura K. Riff	2.80	Review, analyze considerations re document review re UCC.
03/13/23	Michael B. Slade	2.90	Correspond re diligence materials (.4); conference with witnesses re deposition preparation (2.5).
03/14/23	Michael B. Slade	0.80	Telephone conference with Company re diligence material (.2); review UCC diligence (.6).
03/15/23	Megan Buenviaje	0.30	Prepare Company documents re UCC request (.2); correspond with L. Riff re same (.1).
03/15/23	Casey McGushin	3.70	Review and analyze documents re deposition preparation session with R. Loban (1.4); participate in deposition preparation session with R. Loban (2.3).
03/15/23	Laura K. Riff	5.40	Review, analyze review protocol re UCC considerations (2.0); correspond with M. Slade, K&E team re same (1.0); review and analyze documents re same (2.4).
03/15/23	Michael B. Slade	3.90	Conference with witness re preparation for deposition re investigation matters (2.4); review documents for deposition preparation re same (1.2); telephone conference with Company re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/23	Casey McGushin	0.50	Telephone conference with S. Vogel and M. Slade re investigation issues.
03/16/23	Casey McGushin	5.80	Participate in deposition preparation session for D. Spack (2.3); participate in deposition preparation session for A. Cheela and M. Henry (3.5).
03/16/23	Francis Petrie	0.70	Telephone conference with Brown Rudnick re ongoing diligence requests.
03/16/23	Laura K. Riff	3.70	Review and analyze documents re UCC requests (1.8); correspond with M. Buenviaje and R. Guzman re same (.4); prepare same for production (1.5).
03/16/23	Michael B. Slade	5.50	Conference with witnesses to prepare for depositions (3.5); correspond with witnesses re same (2.0).
03/17/23	Casey McGushin	0.20	Conference with consulting expert re investigation.
03/17/23	Casey McGushin	5.20	Participate in deposition of D. Spack (3.9); review and analyze documents to prepare for deposition preparation session with A. Cheela (1.3).
03/17/23	Casey McGushin	0.60	Review documents for responsiveness and privilege re potential production to UCC.
03/17/23	Laura K. Riff	3.30	Review and analyze documents re considerations re UCC production (1.4); prepare same for production (1.9).
03/17/23	Michael B. Slade	3.90	Defend deposition of witness (3.5); correspond with Company re same (.4).
03/19/23	Cade C. Boland	0.20	Telephone conference with A. Schrader, K&E team re deposition strategy and litigation work streams.
03/19/23	Shayne Henry	0.50	Conference with M. Slade re deposition strategy.
03/19/23	Richard U. S. Howell, P.C.	1.70	Teleconference with M. Slade, S. Kimmer, C. Boland and K&E team re deposition issues and litigation issues (.4); review Committee diligence re deposition preparations (1.3).
03/19/23	Casey McGushin	0.50	Telephone conference with M. Slade and K&E team re upcoming depositions and litigation work streams.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Richard U. S. Howell, P.C.	1.40	Review diligence re deposition of A. Cheela (.7); review diligence re deposition of Z. Prince (.3); correspond with Committee re deposition requests (.2); telephone conference with C. McGushin re deposition preparation (.2).
03/20/23	Casey McGushin	0.40	Telephone conferences with potential consulting expert re investigation (.2); telephone conference with A. Schrader re investigation issues (.2).
03/20/23	Casey McGushin	1.60	Telephone conference with R. Howell re deposition preparation (.2); prepare for deposition preparation session with A. Cheela (1.4).
03/20/23	Laura K. Riff	2.40	Manage document production re internal investigation (1.5); correspond with C. McGushin, K&E team re same (.9).
03/20/23	Laura K. Riff	2.50	Review, produce documents to UCC.
03/20/23	Alexandra Schrader	0.30	Telephone conference with C. McGushin re investigation issues (.2); correspond with same re same (.1).
03/21/23	Richard U. S. Howell, P.C.	3.90	Review diligence re preparation for witness session with A. Cheela (1.2); telephone conference with C. McGushin, K&E team re same (2.7).
03/21/23	Casey McGushin	7.90	Participate in deposition preparation session with A. Cheela (2.9); prepare for deposition preparation session with A. Cheela (1.2); participate in deposition of R. Loban (3.3); participate in deposition preparation session with M. Henry (.5).
03/21/23	Laura K. Riff	3.40	Review, analyze documents re UCC production, considerations (1.2); prepare same for production (2.2).
03/21/23	Michael B. Slade	7.50	Prepare for depositions of R. Loban (3.9); defend deposition of same (3.6).
03/22/23	Richard U. S. Howell, P.C.	2.10	Review diligence re depositions in Committee investigation (1.3); attend portions of A. Cheela deposition preparation (.8).
03/22/23	Casey McGushin	0.20	Telephone conference with counsel for Grant Thornton re subpoena.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/23	Casey McGushin	1.70	Prepare for deposition preparation session with A. Cheela (.4); participate in deposition preparation session with A. Cheela (1.3).
03/22/23	Casey McGushin	2.20	Draft and revise investigation report re employee matters.
03/22/23	Michael B. Slade	3.30	Deposition preparation session for witnesses (2.5); analyze Committee diligence requests (.8).
03/23/23	Megan Bowsher	0.30	Draft TextMap database (.2); import transcript of D. Spack deposition re attorney review (.1).
03/23/23	Richard U. S. Howell, P.C.	3.80	Attend deposition of A. Chella (2.1); prepare for same (1.7).
03/23/23	Casey McGushin	1.60	Coordinate production of documents for review in connection with investigation (.3); draft and revise report re same (1.3).
03/23/23	Casey McGushin	2.10	Participate in deposition of A. Cheela.
03/23/23	Laura K. Riff	2.50	Telephone conference with R. Patel and A. Ray re UCC document review strategy (.5); prepare re same (2.0).
03/24/23	Laura K. Riff	0.20	Correspond with C. McGushin re preparation for depositions.
03/24/23	Laura K. Riff	4.10	Review, analyze documents re production re UCC considerations (2.0); prepare same for production (2.1).
03/25/23	Laura K. Riff	1.00	Prepare responsive documents re production re UCC requests.
03/26/23	Richard U. S. Howell, P.C.	0.50	Review portions of A. Cheela deposition transcript.
03/27/23	Megan Bowsher	0.30	Review document production to UCC (.2); revise production tracker (.1).
03/27/23	Richard U. S. Howell, P.C.	1.20	Review diligence re Z. Prince deposition preparation.
03/27/23	Laura K. Riff	2.50	Prepare documents for production re UCC requests.
03/28/23	Megan Bowsher	0.30	Review document production to UCC (.2); revise production tracker (.1).
03/28/23	Megan Bowsher	0.30	Compile deposition transcripts and exhibits re UCC investigation.
03/28/23	Richard U. S. Howell, P.C.	0.80	Review diligence and strategy re depositions of Z. Prince and F. Marquez.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Casey McGushin	2.30	Review and analyze documents re investigation report (1.4); review and analyze documents re witness deposition preparation session re same (.9).
03/28/23	Laura K. Riff	2.00	Review and analyze documents re responsiveness, confidentiality re UCC production requests (1.6); prepare same for production (.4).
03/28/23	Alexandra Schrader	3.00	Review background materials re risk management fact interview.
03/28/23	Michael B. Slade	0.40	Correspond with Company re depositions.
03/29/23	Megan Bowsher	0.60	Draft, review, revise errata re Company witness deposition.
03/29/23	Richard U. S. Howell, P.C.	3.90	Review diligence and strategy re Z. Prince deposition (2.6); conference with C. McGushin re same (.7); correspond with Committee re investigation (.6).
03/29/23	Casey McGushin	3.80	Coordinate production of documents for consulting expert re investigation (.4); draft report on investigation (.6); revise report re same (.6); prepare for deposition with witness re same (1.6); conference with R. Howell re deposition preparation session re same (.6).
03/29/23	Laura K. Riff	0.40	Correspond with A. Schrader re deposition preparation and related issues.
03/29/23	Laura K. Riff	0.60	Correspond with M. Slade re UCC response (.1); review and analyze communications from UCC re investigation (.5).
03/29/23	Alexandra Schrader	2.10	Conduct fact interview re risk management; prepare for and summarize same.
03/29/23	Michael B. Slade	0.30	Correspond with McGushin re internal investigation.
03/30/23	Megan Bowsher	0.30	Compile transcripts re Company witness deposition.
03/30/23	Richard U. S. Howell, P.C.	5.30	Attend deposition preparation session of Z. Prince (2.8); prepare re same (2.0); correspond with M. Slade re open litigation issues (.5).
03/30/23	Casey McGushin	1.30	Draft and revise report for committee re investigation.
03/30/23	Casey McGushin	3.60	Participate in deposition preparation session with Z. Prince (2.8); prepare for deposition preparation session with Z. Prince (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/23	Casey McGushin	0.30	Telephone conference with counsel for former employee re investigation.
03/30/23	Laura K. Riff	0.40	Review and analyze communications from UCC re investigation.
03/31/23	Cade C. Boland	3.70	Review produced documents of Z. Prince re deposition preparation.
03/31/23	Megan Bowsher	0.70	Review, compile deposition exhibit documents.
03/31/23	Shayne Henry	0.20	Correspond with C. McGushin re document review re investigation.
03/31/23	Casey McGushin	4.30	Participate in telephone conference with Company re investigation (1.5); review and analyze documents re investigation (1.9); participate in telephone conference with director re investigation (.9).
03/31/23	Casey McGushin	2.30	Review and analyze documents for use in Z. Prince deposition preparation.
03/31/23	Casey McGushin	0.20	Participate in telephone conference with A. Liou regarding FTX transaction.
03/31/23	Laura K. Riff	1.40	Telephone conference with Company, M. Slade, C. McGushin and Brown Rudnick re UCC production requests and responses.
03/31/23	Alexandra Schrader	0.50	Conference with C. McGushin re risk interview (.3); review correspondence and documents re same (.2).
03/31/23	Michael B. Slade	0.80	Draft letter re depositions (.4); revise letter re same (.4).
03/31/23	Katie J. Welch	1.30	Review potential document production re responsiveness considerations.
Total		209.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077666
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 59,192.50

Total legal services rendered

\$ 59,192.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	10.50	735.00	7,717.50
Rob Jacobson	12.90	1,155.00	14,899.50
Sarah R. Margolis	15.90	995.00	15,820.50
Brian Nakhaimousa	0.80	995.00	796.00
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Isabella J. Paretti	16.20	735.00	11,907.00
Jimmy Ryan	7.80	885.00	6,903.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	64.70		\$ 59,192.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Jimmy Ryan	0.40	Correspond with Kroll re pro se creditor inquiries.
03/02/23	Isabella J. Paretti	0.30	Review, analyze pro se creditor inquiries.
03/02/23	Jimmy Ryan	0.20	Correspond with Kroll re pro se creditor inquiries.
03/03/23	Isabella J. Paretti	1.40	Draft correspondence re pro se creditor inquiries.
03/04/23	Isabella J. Paretti	0.40	Review, revise proposed correspondence re pro se creditor inquiries.
03/04/23	Jimmy Ryan	0.50	Correspond with Kroll re draft responses to pro se creditor inquiries.
03/05/23	Trevor Eck	3.00	Draft correspondence re pro se inquiries (2.1); review, revise inquiry summary re same (.9).
03/05/23	Rob Jacobson	0.60	Review, comment on inbound inquiry responses to pro se clients re proof of claim process.
03/06/23	Rob Jacobson	1.50	Correspond with J. Ryan, K&E team re pro se creditor inquiries and responses (.4); review, comment on proposed responses re same (.3); correspond with T. Zavala re same (.1); draft multiple responses to pro se creditor inquiries re proof of claim process (.7).
03/06/23	Sarah R. Margolis	0.20	Review creditor inquiry summary.
03/07/23	Trevor Eck	1.00	Draft correspondence re pro se creditor inquiries (.7); correspond with creditor re same (.3).
03/08/23	Brian Nakhaimousa	0.20	Conference with pro se creditor re chapter 11 cases.
03/08/23	Isabella J. Paretti	0.70	Correspond with Kroll re pro se creditor inquiries (.4); review correspondence re same (.3).
03/10/23	Sarah R. Margolis	0.10	Correspond with pro se creditors re proof of claim process.
03/12/23	Rob Jacobson	2.60	Draft responses to pro se creditor inquiry inbounds (2.2); correspond with S. Margolis, K&E team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/23	Sarah R. Margolis	1.80	Correspond with pro se creditors re proof of claim process (.5); correspond with Kroll team re same (.2); review, analyze claims re same (1.1).
03/12/23	Jimmy Ryan	0.30	Correspond with R. Jacobson, K&E team, and Haynes and Boone re pro se creditor inquiries.
03/13/23	Trevor Eck	0.50	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/13/23	Rob Jacobson	1.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se inquiries, responses, proofs of claim (.5); review, revise response re same to multiple creditors (.8); review, analyze issues re same (.2).
03/13/23	Sarah R. Margolis	1.60	Correspond with Kroll team, R. Jacobson re pro se creditor claim (.2); conference with T. Eck, K&E team re creditor inquiries (.5); review, revise responses to creditor inquiries (.9).
03/13/23	Isabella J. Paretti	3.10	Conference with S. Margolis, K&E team re pro se creditor inquiries (.5); review materials re same (1.8); draft materials re same (.8).
03/13/23	Jimmy Ryan	1.70	Telephone conference with pro se creditor re claim inquiries (.7); review, revise, comment on written responses to same (1.0).
03/13/23	Josh Sussberg, P.C.	0.10	Correspond with pro se creditors re inquiries.
03/14/23	Trevor Eck	0.60	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/14/23	Rob Jacobson	0.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se inquiries, responses, proofs of claim.
03/14/23	Sarah R. Margolis	1.30	Conference with T. Eck re pro se creditor inquiries (.6); review, analyze creditor inquiries (.1); telephone conference with Kroll re pro se creditor inquiries (.3); review, analyze same (.3).
03/14/23	Isabella J. Paretti	3.00	Telephone conference with R. Jacobson, K&E team, Haynes and Boone re pro se creditor inquiries (.3); conference with R. Jacobson, K&E team re same (.5); review, revise materials re same (1.4); correspond with pro se creditors re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Jimmy Ryan	0.90	Conference with S. Margolis, K&E team re pro se creditor inquiries (.4); review, revise responses re same (.5).
03/15/23	Trevor Eck	1.60	Conference with S. Margolis, K&E team re outstanding creditor inquiries (.2); review, revise inquiry summary re same (1.4).
03/15/23	Rob Jacobson	1.60	Review, comment on pro se client inquiry responses (.7); conference with J. Ryan, K&E team re same (.5); correspond with Haynes and Boone re coordination re same (.4).
03/15/23	Sarah R. Margolis	1.40	Correspond with Kroll team re pro se creditor beneficiary (.2); telephone conference with creditor re proof of claim process (.1); telephone conference with B. Nakhaimousa, K&E team re same (.1); review, analyze pro se creditor inquiries (.4); draft responses re same (.6).
03/15/23	Brian Nakhaimousa	0.30	Conference with pro se creditor re chapter 11 cases (.2); correspond with S. Margolis, K&E team re same (.1).
03/15/23	Isabella J. Parette	0.50	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/15/23	Jimmy Ryan	0.40	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/16/23	Trevor Eck	1.10	Telephone conference with S. Margolis, K&E team re inbound pro se creditor inquiries (.3); correspond with pro se creditor re inquiry (.2); review, revise summary re same (.6).
03/16/23	Rob Jacobson	0.50	Conference with S. Margolis, K&E team re pro se client inquiries, responses, proofs of claim.
03/16/23	Sarah R. Margolis	0.30	Conference with T. Eck, K&E working group re pro se creditor inquiries.
03/16/23	Isabella J. Parette	0.40	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/16/23	Jimmy Ryan	0.20	Conference with S. Margolis, K&E team re responses to pro se creditor inquiries.
03/17/23	Trevor Eck	0.30	Conference with S. Margolis, K&E team re pro se inquiries (.2); correspond with Haynes and Boone re same (.1).
03/17/23	Rob Jacobson	0.50	Conference with S. Margolis, K&E team re pro se inquiries, responses, proofs of claim.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/23	Sarah R. Margolis	2.10	Conference with T. Eck, K&E team re pro se creditor inquiry (.2); review, analyze pro se creditor inquiries (1.3); correspond with pro se creditors re same (.6).
03/17/23	Isabella J. Paretti	0.50	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/20/23	Trevor Eck	0.90	Conference with S. Margolis, K&E team re outstanding pro se creditor inquiries (.4); correspond with pro se creditors re same (.3); correspond with Haynes and Boone re same (.2).
03/20/23	Rob Jacobson	0.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se client inquiries, responses, proofs of claim.
03/20/23	Sarah R. Margolis	1.70	Review, analyze correspondence from pro se creditor (.6); draft response re same (.4); telephone conference with B. Nakhaimousa re pro se creditor inquiry (.3); conference with T. Eck, K&E team re pro se creditor inquiries (.4).
03/20/23	Brian Nakhaimousa	0.30	Conference with pro se creditor, S. Margolis re proofs of claim forms.
03/20/23	Isabella J. Paretti	0.90	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.4); correspond with S. Margolis re same (.2); draft correspondence re same (.3).
03/20/23	Jimmy Ryan	0.40	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/21/23	Trevor Eck	0.40	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/21/23	Rob Jacobson	0.50	Conference with S. Margolis, K&E team re pro se client inquiries, responses, proofs of claim.
03/21/23	Sarah R. Margolis	0.30	Conference with T. Eck, K&E team re pro se creditor inquiries.
03/21/23	Christine A. Okike, P.C.	0.40	Telephone conferences with pro se customers re proof of claims.
03/21/23	Isabella J. Paretti	0.90	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.4); correspond with Kroll re same (.2); correspond with creditor re same (.3).
03/21/23	Jimmy Ryan	0.50	Conference with S. Margolis, K&E team re pro se creditor inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/23	Trevor Eck	0.20	Telephone conference with S. Margolis, K&E team re pro se creditor inquiries.
03/22/23	Rob Jacobson	0.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se inquiries, responses, proofs of claim.
03/22/23	Sarah R. Margolis	0.50	Correspond with Haynes and Boone re pro se creditor inquiries (.1); conference with T. Eck re same (.2); review, revise correspondence to pro se creditors re same (.2).
03/22/23	Isabella J. Paretti	0.30	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/22/23	Jimmy Ryan	0.20	Conference with S Margolis, K&E team re pro se creditor inquiries.
03/23/23	Sarah R. Margolis	0.80	Correspond with Kroll team re creditor inquiries (.2); correspond with Haynes and Boone re same (.2); correspond with pro se creditor re same (.4).
03/24/23	Trevor Eck	0.30	Telephone conference with S. Margolis, K&E team re outstanding pro se creditor inquiries.
03/24/23	Rob Jacobson	0.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se client inquiries, responses, proofs of claim.
03/24/23	Rob Jacobson	0.60	Prepare for telephone conference re pro se creditor inquiries (.2); conference with S. Margolis, K&E team re same (.4).
03/24/23	Sarah R. Margolis	1.00	Conference with T. Eck, K&E team re pro se creditor inquiries (.3); correspond with Kroll re same (.2); review, analyze creditor inquiries (.2); correspond with creditors re same (.3).
03/24/23	Isabella J. Paretti	0.70	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.5); correspond with S. Margolis, J. Ryan re same (.2).
03/24/23	Jimmy Ryan	0.40	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/27/23	Sarah R. Margolis	0.20	Correspond with pro se creditors re claim inquiries.
03/27/23	Jimmy Ryan	1.00	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.2); correspond with R. Jacobson, K&E team, Haynes and Boone, and Kroll re same (.2); review, revise responses to same (.2); telephone conference with pro se creditor re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Sarah R. Margolis	1.30	Review, analyze pro se creditor inquiries (.9); draft responses to same (.4).
03/28/23	Isabella J. Paretti	0.90	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.5); draft correspondence re same (.2); revise same (.1); correspond with S. Margolis, R. Jacobson re same (.1).
03/29/23	Trevor Eck	0.20	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/29/23	Rob Jacobson	0.50	Correspond with S. Margolis, K&E team re pro se creditor inquiries (.4); prepare for same (.1).
03/29/23	Sarah R. Margolis	0.30	Conference with T. Eck, K&E team re pro se creditor inquiries, next steps.
03/29/23	Isabella J. Paretti	1.00	Review, analyze correspondence from creditor re pro se creditor inquiries (.7); conference with S. Margolis, K&E team re same (.3).
03/29/23	Jimmy Ryan	0.30	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/29/23	Josh Sussberg, P.C.	0.10	Correspond with pro se creditors re inquiries.
03/30/23	Trevor Eck	0.20	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/30/23	Sarah R. Margolis	0.30	Correspond with Kroll team re pro se creditor inquiries (.1); conference with T. Eck, K&E team re creditor inquiries (.2).
03/30/23	Isabella J. Paretti	0.90	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.3); conference with counsel to pre se creditor re same (.5); correspond with Kroll re same (.1).
03/30/23	Jimmy Ryan	0.20	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/31/23	Trevor Eck	0.20	Telephone conference with S. Margolis, K&E team re pro se creditor inquiries.
03/31/23	Rob Jacobson	0.50	Correspond with S. Margolis, K&E team re pro se creditor inquiries (.4); prepare for same (.1).
03/31/23	Sarah R. Margolis	0.70	Conference with S. Margolis, K&E team re pro se creditor inquiries (.2); review, analyze creditor inquiries re same (.5).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077666

BlockFi Inc.

Matter Number:

54119-28

Pro Se Party Communication

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/23	Isabella J. Paretti	0.30	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.1); prepare for same same (.2).
03/31/23	Jimmy Ryan	0.20	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
Total		64.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077669

Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 212,515.50

Total legal services rendered

\$ 212,515.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.20	735.00	882.00
Richard U. S. Howell, P.C.	3.60	1,620.00	5,832.00
Rob Jacobson	68.00	1,155.00	78,540.00
Sarah R. Margolis	29.80	995.00	29,651.00
Brian Nakhaimousa	3.50	995.00	3,482.50
Christine A. Okike, P.C.	3.20	1,850.00	5,920.00
Isabella J. Paretti	77.50	735.00	56,962.50
Francis Petrie	12.50	1,295.00	16,187.50
Margaret Reiney	0.80	1,155.00	924.00
Michael B. Slade	6.80	1,855.00	12,614.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
Mason N. Zurek	0.50	995.00	497.50
TOTALS	207.90		\$ 212,515.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Ziv Ben-Shahar	1.20	Review, analyze memorandum re wallet relief research (.4); correspond with M. Zurek, T. Eck, S. Margolis re same (.5); analyze issues re Bermuda law re same (.3).
03/01/23	Rob Jacobson	0.80	Review, analyze ad hoc committee letter re wallet issues.
03/01/23	Sarah R. Margolis	5.70	Office conference with I. Paretti re ad hoc committee letter (.5); research case law re same (2.0); draft response letter re same (2.6); review, analyze research re preferential treatment (.4); telephone conference with M. Zurek re same (.1); office conference with T. Eck re same (.1).
03/01/23	Christine A. Okike, P.C.	0.30	Telephone conference with Brown Rudnick, Troutman and R. Jacobson, K&E teams re wallet motion.
03/01/23	Isabella J. Paretti	3.40	Conference with S. Margolis re letter to ad hoc committee (.5); draft response re same (2.0); research re same (.7); correspond with S. Margolis re same (.2).
03/02/23	Rob Jacobson	2.60	Review, comment on wallet withdrawal response letter to ad hoc committee.
03/02/23	Sarah R. Margolis	4.60	Office conference with I. Paretti re response letter to ad hoc committee (.5); review, revise same (3.0); research case law re same (1.1).
03/02/23	Isabella J. Paretti	6.10	Conference with S. Margolis re wallet withdrawal letter (.6); research case law re same (.5); review, analyze research, letter re same (2.4); draft, revise response re same (2.4); correspond with S. Margolis, R. Jacobson re same (.2).
03/03/23	Rob Jacobson	5.60	Review, revise response letter to ad hoc committee re wallet matters (3.9); correspond with S. Margolis, I. Paretti, K&E team re same (.6); research, analyze case law re same (1.1).
03/03/23	Sarah R. Margolis	1.10	Review, revise response letter to ad hoc committee re wallet matters (1.0); correspond with I. Paretti re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Isabella J. Paretti	0.80	Review, revise response re ad hoc committee letter (.6); correspond with R. Jacobson, S. Margolis re same (.1); correspond with F. Petrie re same (.1).
03/03/23	Isabella J. Paretti	2.10	Draft agenda re March omnibus hearing, including wallet withdrawal status conference (1.8); conference with B. Nakhaimousa re same (.3).
03/03/23	Francis Petrie	0.60	Review, analyze draft correspondence to U.S. Trustee re ad hoc wallet committee, wallet matters.
03/04/23	Rob Jacobson	0.70	Review, comment on hearing agenda re status conference re wallet withdrawal motion, other matters (.4); correspond with B. Nakhaimousa re same (.3).
03/04/23	Brian Nakhaimousa	1.40	Review, comment on March 13 hearing agenda, including status conference re wallet withdrawal motion (1.2); correspond with I. Paretti, Haynes and Boone, R. Jacobson re same (.2).
03/04/23	Isabella J. Paretti	1.00	Revise hearing agenda re status conference on wallet withdrawal motion, other matters (.6); correspond with B. Nakhaimousa, K&E team re same (.4).
03/05/23	Brian Nakhaimousa	0.30	Correspond with I. Paretti, R. Jacobson, Haynes and Boone re March 13 hearing agenda, including status conference on wallet withdrawal motion.
03/05/23	Isabella J. Paretti	2.10	Review, revise agenda re wallet withdrawal motion status conference, other matters (1.6); correspond with B. Nakhaimousa, K&E team re same (.3); correspond with Haynes and Boone re same (.2).
03/05/23	Michael B. Slade	0.50	Review, revise wallet letter re ad hoc committee.
03/06/23	Richard U. S. Howell, P.C.	0.70	Review, analyze wallet motion (.3); review analyze deposition strategy re deposition preparation (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/23	Rob Jacobson	1.70	Conference with S. Margolis, I. Paretti re wallet issues (.5); conference with F. Petrie re same (.2); review, analyze draft wallet letter to all stakeholders (.1); review, comment on wallet letter to all stakeholders (.4); correspond with M. Slade, K&E team re same (.5).
03/06/23	Sarah R. Margolis	0.80	Telephone conference with R. Jacobson re wallet motion (.2); review, analyze pleadings, research re same (.6).
03/06/23	Brian Nakhaimousa	1.00	Review, revise March 13 hearing agenda re wallet withdrawal motion status conference, other matters (.8); correspond with I. Paretti, Haynes and Boone re same (.2).
03/06/23	Isabella J. Paretti	1.50	Conference with R. Jacobson, S. Margolis re wallet withdrawal motion (.7); review, revise letter re same (.5); correspond with F. Petrie, R. Jacobson re same (.3).
03/06/23	Isabella J. Paretti	2.60	Revise agenda re hearing re wallet withdrawal status conference (1.9); correspond with B. Nakhaimousa re same (.3); conference with B. Nakhaimousa re same (.3); correspond with F. Petrie re same (.1).
03/06/23	Francis Petrie	3.40	Telephone conference with Company re status update and wallet letter (.5); review and revise wallet letter (.7), correspond with stakeholders re letter content (.6); correspond with R. Jacobson, K&E team re wallet hearing scheduling (.7); correspond with R. Jacobson, K&E team re communications re same (.5); review and revise draft agenda re status conference re wallet issues (.4).
03/06/23	Margaret Reiney	0.80	Review, revise agenda re wallet status conference.
03/06/23	Michael B. Slade	0.30	Review, revise letter re wallet diligence.
03/06/23	Josh Sussberg, P.C.	0.50	Telephone conference with management re wallet motion status (.3); correspond with M. Slade re wallet status (.1); review and comment on wallet letter (.1).
03/06/23	Mason N. Zurek	0.10	Correspond with S. Margolis, K&E team re preferences re wallet motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/23	Rob Jacobson	5.10	Review, revise response letter to ad hoc committee re wallet issues (3.8); research, analyze case law re same (.7); correspond with F. Petrie re same (.1); correspond with F. Petrie, Brown Rudnick, Troutman re wallet letter to all stakeholders (.1); correspond with M. Slade, K&E team re same (.1); revise letter to all stakeholders (.3).
03/07/23	Sarah R. Margolis	0.20	Review, analyze wallet letter.
03/07/23	Christine A. Okike, P.C.	0.20	Review, analyze wallet letter.
03/07/23	Isabella J. Paretti	0.80	Research re wallet withdrawal (.6); correspond with R. Jacobson, S. Margolis re same (.2).
03/07/23	Isabella J. Paretti	0.40	Correspond with F. Petrie, K&E team re hearing agenda re wallet withdrawal status conference, other matters (.2); review, revise same (.2).
03/07/23	Michael B. Slade	1.20	Review UCC wallet diligence requests.
03/07/23	Mason N. Zurek	0.30	Correspond with T. Eck, S. Margolis, Z. Ben-Shahar re legal research memorandum (.1); review, analyze same (.2).
03/08/23	Richard U. S. Howell, P.C.	1.50	Conference with M. Slade, K&E team re deposition strategy re wallet motion (.3); correspond with M. Slade, K&E team re same (.4); review draft wallet pleadings re upcoming hearings (.5); review strategy re same (.3).
03/08/23	Rob Jacobson	3.80	Review, comment on wallet letter (1.3); correspond with I. Paretti re same (.4); research case law re same (.5); review, analyze same (.7); review, revise letter re same (.2); correspond with Brown Rudnick, Troutman re wallet letter to all stakeholders (.6); correspond with Cole Schotz re filing of same (.1).
03/08/23	Christine A. Okike, P.C.	0.10	Review, analyze wallet letter.
03/08/23	Isabella J. Paretti	5.40	Review, revise wallet letter (3.4); correspond with R. Jacobson re same (.4); research re same (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Francis Petrie	4.10	Review and revise letter to stakeholders re wallet transaction (2.7); correspond with Company, advisor group re same (.8); correspond with R. Jacobson re filing of same (.3); correspond with BRG team re same (.3).
03/08/23	Michael B. Slade	0.30	Correspond with R. Jacobson, K&E team re wallet letter.
03/09/23	Rob Jacobson	1.40	Review, comment on wallet letter (.7); correspond with C. Okike, M. Slade re same (.1); correspond with F. Petrie re same (.1); conference with BRG re wallet matters (.5).
03/09/23	Brian Nakhaimousa	0.80	Review, revise notice of adjournments re hearing re wallet status conference (.3); correspond with Cole Schotz re same (.1); review, revise hearing agenda re wallet status update (.3); correspond with Cole Schotz, Haynes and Boone, I. Paretti re same (.1).
03/09/23	Christine A. Okike, P.C.	0.90	Telephone conference with M. Slade and F. Petrie re wallet status conference (.5); review, analyze letter to U.S. Trustee re ad hoc committee, wallet matters (.4).
03/09/23	Isabella J. Paretti	1.00	Review, revise letter re ad hoc committee re wallet related matters, considerations (.7); correspond with F. Petrie, R. Jacobson re same (.3).
03/09/23	Isabella J. Paretti	0.30	Revise agenda re hearing (.2); correspond with B. Nakhaimousa re same (.1).
03/09/23	Francis Petrie	1.10	Telephone conference with C. Okike and M. Slade re wallet status conference (.5); correspond with same re agenda re same (.6).
03/10/23	Rob Jacobson	0.80	Correspond with Company re wallet letter (.1); draft summary re same (.3); review, revise same (.4).
03/10/23	Sarah R. Margolis	0.20	Review, analyze wallet letter.
03/10/23	Isabella J. Paretti	0.60	Review, revise wallet letter (.5); correspond with R. Jacobson re same (.1).
03/10/23	Isabella J. Paretti	1.50	Revise amended agenda re hearing, including wallet withdrawal motion status conference (.8); review docket re same (.4); correspond with F. Petrie, K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/23	Rob Jacobson	1.90	Draft talking points for March 13 hearing re wallet withdrawal relief, status conference (.9); review, revise agenda re same (.4); correspond with M. Koch, F. Petrie re same (.6).
03/12/23	Rob Jacobson	0.70	Revise hearing agenda re wallet withdrawal status conference, other matters (.4); correspond with F. Petrie re same (.3).
03/12/23	Michael B. Slade	0.60	Telephone conference with UCC re wallet motion (.3); correspond with UCC re same (.3).
03/13/23	Richard U. S. Howell, P.C.	0.80	Review wallet diligence re A. Cheela deposition preparation.
03/13/23	Rob Jacobson	1.40	Review, revise wallet letter to U.S. trustee for distribution (.3); review, revise same (.8); correspond with Company, M. Slade, F. Petrie re same (.3).
03/13/23	Sarah R. Margolis	1.30	Review, analyze preference research (.5); review, revise same (.6); correspond with T. Eck, Z. Ben-Shachar re same (.2).
03/13/23	Christine A. Okike, P.C.	0.30	Telephone conference with Reed Smith re wallet motion.
03/13/23	Isabella J. Paretti	1.10	Draft summary re wallet withdrawal diligence letter (.9); correspond with R. Jacobson re same (.2).
03/13/23	Michael B. Slade	1.00	Telephone conference with board member re hearing, wallet withdrawal status conference (.5); conference re update with Company re same (.5).
03/14/23	Sarah R. Margolis	3.40	Correspond with R. Jacobson re wallet diligence (.1); review, analyze same (.1); review, analyze ad hoc committee response chart (.5); review, revise same (.8). office conference with I. Paretti re wallet letter (.1); research re same (.2); review, analyze Company correspondence, diligence re same (1.1); draft issues list re same (.5).
03/14/23	Isabella J. Paretti	1.30	Review, draft summaries, letters re wallet withdrawal diligence requests (.9); correspond with R. Jacobson re same (.2); correspond with S. Margolis re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/23	Sarah R. Margolis	4.10	Zoom conference with R. Jacobson, I. Paretti re wallet withdrawal diligence requests (.5); office conference with I. Paretti re same (.8); review, analyze letter, issues list (.4); revise same (2.0); correspond with R. Jacobson, I. Paretti re same (.2); telephone conference with I. Paretti re wallet diligence re ad hoc group (.2).
03/15/23	Isabella J. Paretti	6.60	Telephone conference with S. Margolis re wallet withdrawal diligence requests (.5); telephone conference with R. Jacobson re same (.1); conference with R. Jacobson and S. Margolis re same (.5); draft correspondence, summaries, letters re same (2.6); draft issues list re same (1.3); revise same re issues and responses re same (1.6).
03/15/23	Francis Petrie	0.70	Review, analyze research, letters re wallet diligence response (.5); correspond with R. Jacobson re same (.2).
03/16/23	Rob Jacobson	5.80	Draft diligence letter re wallet withdrawal relief, ad hoc committee requests (2.9); conference with S. Margolis, I. Paretti, Company re wallet response letter (.5); telephone conference with R. Jacobson, S. Margolis re same (.4); conference with L. Levick re wallet withdrawal relief (.3); review, revise wallet diligence letter (.9); review, analyze issues re same (.8).
03/16/23	Sarah R. Margolis	3.80	Conference with Company re Wallet motion (.5); telephone conference with R. Jacobson, I. Paretti re same (.4); correspond with I. Paretti re same (.2); review, revise letter re same (2.7).
03/16/23	Isabella J. Paretti	3.70	Review, analyze company communications re wallet withdrawal relief (.4); correspond with R. Jacobson re same (.2); review, analyze wallet withdrawal diligence (.4); conference with R. Jacobson, S. Margolis, Company re same (.5); telephone conference with R. Jacobson, S. Margolis re same (.4); draft summary, letters re same (1.6); correspond with S. Margolis re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/23	Michael B. Slade	0.90	Correspond with R. Jacobson, K&E team re wallet diligence (.4); telephone conference with independent director re wallet diligence (.3); follow up with independent director re same (.2).
03/17/23	Rob Jacobson	4.50	Review, revise wallet response letter re ad hoc committee diligence requests (2.3); review, analyze diligence re same (1.3); correspond with I. Paretti re same (.3); review, analyze issues re same (.6).
03/17/23	Isabella J. Paretti	0.30	Review, analyze wallet withdrawal diligence (.2); correspond with R. Jacobson re same (.1).
03/18/23	Rob Jacobson	4.50	Review, revise wallet diligence letter re ad hoc committee requests (2.6); draft issues list re same (1.1); review, analyze issues list, diligence re same (.8).
03/19/23	Rob Jacobson	5.60	Conference with M. Slade, C. Okike, F. Petrie, K&E team re wallet letter (.4); review, revise draft issues list (.9); review, revise wallet diligence response letter (3.1); review, analyze diligence, data re same (.8); correspond with Company re same (.4).
03/19/23	Sarah R. Margolis	0.20	Review, analyze board minutes re wallet diligence, letter.
03/19/23	Isabella J. Paretti	0.20	Correspond with R. Jacobson re wallet withdrawal pleadings, diligence.
03/19/23	Francis Petrie	1.20	Telephone conference with M. Slade, K&E team re wallet issues (.5); review, analyze wallet letter diligence (.7).
03/19/23	Michael B. Slade	0.80	Analyze UCC diligence (.4); revise letter re wallet diligence (.4).
03/20/23	Rob Jacobson	0.80	Conference with I. Paretti, S. Margolis re wallet pleadings, timing (.5); review, analyze wallet issues, objections re same (.3).
03/20/23	Sarah R. Margolis	1.90	Review, analyze diligence re wallet pause, related pleadings (1.1); conference with R. Jacobson, I. Paretti re wallet pleadings (.5); review, analyze objection tracker re wallet reply (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Isabella J. Paretti	3.10	Conference with R. Jacobson, S. Margolis re diligence requests re wallet withdrawal motion (.5); review, analyze data and supporting documents re same (.4); correspond with R. Jacobson re same (.3); review, revise letter to ad hoc committee re same (1.7); review, analyze correspondence from Company re same (.2).
03/20/23	Mason N. Zurek	0.10	Correspond with S. Margolis, T. Eck, Z. Ben-Shahar re legal matters re wallet withdrawal.
03/21/23	Rob Jacobson	1.40	Review, revise wallet diligence letters (1.0); correspond with I. Paretti, S. Margolis re same (.2); review, analyze wallet diligence (.2).
03/21/23	Isabella J. Paretti	1.80	Review, revise letter to ad hoc committee re wallet diligence (.4); correspond with R. Jacobson re same (.3); review, analyze pleadings, government correspondence re Department of Justice seizures (1.1).
03/22/23	Isabella J. Paretti	4.40	Correspond with S. Margolis, D. Hackel re wallet accounts (.2); research re same (.4); review, revise letter to ad hoc committee re wallet diligence requests (2.8); correspond with R. Jacobson, S. Margolis re same (.3); review, analyze Company data re same (.7).
03/23/23	Rob Jacobson	4.40	Review, revise wallet diligence letters re diligence updates, requests (2.9); correspond with S. Margolis, I. Paretti re same (.3); zoom conference with S. Margolis, I. Paretti re same (.3); review, analyze diligence research, data, letters re same (.9).
03/23/23	Sarah R. Margolis	0.30	Conference with R. Jacobson, I. Paretti re wallet withdrawal motion.
03/23/23	Isabella J. Paretti	2.80	Conference with R. Jacobson, S. Margolis re wallet withdrawal pleadings (.3); conference with R. Jacobson re same (.2); review, revise letter to ad hoc committee re wallet diligence (.9); review, revise letter to UCC re wallet diligence (.6); review, revise reply re wallet withdrawal motion (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	Rob Jacobson	6.80	Review, revise wallet diligence letters (2.4); review, analyze diligence, data re same (.9); review, revise diligence list, follow up questions (1.8); draft correspondence to Company re same (.2); correspond with S. Margolis, I. Paretti re same (.3); review, analyze issues re wallet pleadings, diligence requests, timing, next steps (.6); review, comment on diligence letter (.6).
03/24/23	Sarah R. Margolis	0.60	Review, analyze wallet diligence, letter, objections.
03/24/23	Christine A. Okike, P.C.	0.40	Telephone conference with P. Corrie re wallet matters.
03/24/23	Isabella J. Paretti	6.70	Review, revise reply, exhibits re wallet withdrawal motion (2.4); review, revise letter to ad hoc committee re wallet diligence (1.5); telephone conference with R. Jacobson re same (.2); correspond with R. Jacobson re same (.4); correspond with S. Margolis re same (.1); correspond with M. Slade, K&E team re same (.2); revise letter re same (.3); review, revise letter to UCC re wallet diligence (1.6).
03/25/23	Rob Jacobson	0.60	Telephone conference with I. Paretti re wallet withdrawal pleadings, timing, next steps.
03/25/23	Isabella J. Paretti	4.00	Conference with R. Jacobson re wallet withdrawal pleadings (.6); review, revise declaration re same (2.9); review, revise reply re same (.5).
03/26/23	Isabella J. Paretti	4.10	Revise declaration re wallet withdrawal motion (3.5); review, analyze Company diligence re same (.4); correspond with R. Jacobson re same (.2).
03/27/23	Rob Jacobson	2.70	Review, revise wallet letters (1.7); correspond with M. Slade, C. Okike re same (.5); correspond with Company re same (.2); correspond with Troutman, Leob & Leob re letter distribution (.1); coordinate distribution with BRG to M3 (.2).
03/27/23	Christine A. Okike, P.C.	1.00	Review, analyze wallet letter to UCC (.2); review wallet letter to ad hoc wallet committee (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/23	Isabella J. Paretti	4.80	Review, revise diligence letters re wallet withdrawal motion (1.5); correspond with M. Slade, K&E team re same (.1); correspond with R. Jacobson re same (.3); review, revise declaration re same (2.7); correspond with R. Jacobson re same (.2).
03/27/23	Francis Petrie	1.10	Correspond with R. Jacobson, K&E team re wallet response letters (.3); review, analyze letters re litigation content (.6); correspond with R. Jacobson re same (.2).
03/28/23	Rob Jacobson	0.40	Correspond with F. Petrie re wallet status, briefing, scheduling, and next steps.
03/28/23	Isabella J. Paretti	0.20	Correspond with R. Jacobson re wallet withdrawal motion.
03/28/23	Francis Petrie	0.30	Correspond with R. Jacobson re wallet briefing schedule and related issues.
03/28/23	Michael B. Slade	0.50	Correspond with F. Petrie, K&E team re wallet motion.
03/29/23	Rob Jacobson	4.00	Review, comment on declaration in support of wallet withdrawal motion (3.8); correspond with I. Paretti, S. Margolis re same (.2).
03/29/23	Isabella J. Paretti	1.80	Review, revise declaration re wallet withdrawal motion (1.6); correspond with R. Jacobson re same (.1); correspond with C. Okike, K&E team re same (.1).
03/29/23	Michael B. Slade	0.40	Correspond with R. Jacobson, K&E team re wallet motion.
03/30/23	Sarah R. Margolis	1.60	Review, analyze wallet declaration, reply.
03/30/23	Isabella J. Paretti	0.70	Review, revise reply re wallet withdrawal motion (.4); correspond with S. Margolis re same (.1); correspond with R. Jacobson, company re outstanding diligence (.2).
03/31/23	Richard U. S. Howell, P.C.	0.60	Correspond with M. Slade re preparation for depositions (.2); review materials for Z. Prince deposition preparation (.2); review correspondence re 30(b)(6) deposition topics (.2).
03/31/23	Isabella J. Paretti	0.30	Review, revise reply re wallet withdrawal declaration.
03/31/23	Michael B. Slade	0.30	Correspond with R. Howell, K&E team re wallet motion.

Total**207.90**

Exhibit J

Detailed Description of Expenses and Disbursements

November 28, 2022 - December 31, 2022

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

February 27, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050074363
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through December 31, 2022
(see attached Description of Expenses for detail)

Total expenses incurred

\$ 51,104.64

\$ 51,104.64

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074363

BlockFi Inc.

Matter Number:

54119-27

Expenses

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	18.00
Standard Copies or Prints	751.60
Color Copies or Prints	1,908.50
Postage	9.89
Outside Messenger Services	48.30
Local Transportation	53.40
Travel Expense	2,000.00
Airfare	617.19
Transportation to/from airport	3,047.76
Travel Meals	214.36
Other Travel Expenses	42.00
Filing Fees	3,584.00
Other Court Costs and Fees	9,890.88
Outside Retrieval Service	24,298.00
Computer Database Research	3,126.00
Westlaw Research	78.35
Overtime Transportation	374.51
Overtime Meals - Attorney	79.42
Rental Expenses	835.68
Overnight Delivery - Hard	126.80
Total	\$ 51,104.64

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/29/22	Michael B. Slade - Michael B. Slade, Internet, Court hearing in Trenton, NJ. 11/29/2022	10.00
11/30/22	Alex McCammon - Alex McCammon, Internet, Court hearing in Trenton, NJ. 11/30/2022	8.00
	Total	18.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Standard Copies or Prints	8.50
11/28/22	Standard Copies or Prints	16.20
11/28/22	Standard Copies or Prints	135.30
11/28/22	Standard Copies or Prints	20.20
11/28/22	Standard Copies or Prints	17.90
11/28/22	Standard Copies or Prints	118.90
11/28/22	Standard Copies or Prints	65.60
11/29/22	Standard Copies or Prints	73.80
11/29/22	Standard Copies or Prints	0.30
11/29/22	Standard Copies or Prints	33.10
11/29/22	Standard Copies or Prints	15.50
11/29/22	Standard Copies or Prints	94.60
11/29/22	Standard Copies or Prints	41.40
11/29/22	Standard Copies or Prints	8.20
12/01/22	Standard Copies or Prints	0.10
12/02/22	Standard Copies or Prints	1.80
12/05/22	Standard Copies or Prints	0.20
12/06/22	Standard Copies or Prints	0.80
12/07/22	Standard Copies or Prints	0.80
12/08/22	Standard Copies or Prints	1.10
12/08/22	Standard Copies or Prints	0.80
12/09/22	Standard Copies or Prints	0.80
12/11/22	Standard Copies or Prints	8.10
12/13/22	Standard Copies or Prints	0.10
12/13/22	Standard Copies or Prints	0.20
12/13/22	Standard Copies or Prints	0.90
12/13/22	Standard Copies or Prints	1.20
12/14/22	Standard Copies or Prints	0.70
12/15/22	Standard Copies or Prints	8.40
12/20/22	Standard Copies or Prints	1.20
12/20/22	Standard Copies or Prints	2.80
12/20/22	Standard Copies or Prints	1.00
12/20/22	Standard Copies or Prints	19.80
12/21/22	Standard Copies or Prints	42.70

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074363

BlockFi Inc.

Matter Number:

54119-27

Expenses

12/22/22	Standard Copies or Prints	2.80
12/27/22	Standard Copies or Prints	5.60
12/27/22	Standard Copies or Prints	0.20
	Total	751.60

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074363

BlockFi Inc.

Matter Number:

54119-27

Expenses

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Color Copies or Prints	1,014.75
11/28/22	Color Copies or Prints	0.55
11/28/22	Color Copies or Prints	100.10
11/28/22	Color Copies or Prints	143.00
11/28/22	Color Copies or Prints	156.20
11/29/22	Color Copies or Prints	93.50
11/29/22	Color Copies or Prints	89.10
11/29/22	Color Copies or Prints	118.25
11/29/22	Color Copies or Prints	1.10
11/29/22	Color Copies or Prints	0.55
12/01/22	Color Copies or Prints	0.55
12/02/22	Color Copies or Prints	2.75
12/05/22	Color Copies or Prints	3.30
12/07/22	Color Copies or Prints	16.50
12/08/22	Color Copies or Prints	1.10
12/11/22	Color Copies or Prints	42.35
12/13/22	Color Copies or Prints	3.85
12/13/22	Color Copies or Prints	23.10
12/13/22	Color Copies or Prints	39.60
12/20/22	Color Copies or Prints	15.40
12/27/22	Color Copies or Prints	42.90
	Total	1,908.50

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074363

BlockFi Inc.

Matter Number:

54119-27

Expenses

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/20/22	Postage	9.89
	Total	9.89

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/11/22	CROWN DELIVERY & LOGISTICS - Courier Deliveries	48.30
	Total	48.30

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Alex McCammon - Alex McCammon, Taxi, Attend hearing in NJ. 11/28/2022	11.92
11/28/22	Alex McCammon - Alex McCammon, Taxi, Attend hearing in NJ. 11/28/2022	11.91
11/29/22	Alex McCammon - Alex McCammon, Taxi, Attend hearing in NJ. 11/29/2022	11.94
11/30/22	Rob Jacobson - Rob Jacobson, Taxi, Attend hearing in NJ. 11/30/2022	17.63
	Total	53.40

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074363

BlockFi Inc.

Matter Number:

54119-27

Expenses

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Rob Jacobson - Rob Jacobson, Lodging, New York, NY to Attend hearing in NJ. 11/28/2022	500.00
11/28/22	Alex McCammon - Alex McCammon, Lodging, New York, NY to attend hearing in NJ. 11/28/2022	500.00
11/29/22	Alex McCammon - Alex McCammon, Lodging, New York, NY to Attend hearing in NJ. 11/29/2022	500.00
11/30/22	Rob Jacobson - Rob Jacobson, Lodging, New York, NY to Attend hearing in NJ. 11/30/2022	500.00
	Total	2,000.00

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074363

BlockFi Inc.

Matter Number:

54119-27

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Richard U. S. Howell, P.C. - Richard U. S. Howell, Agency Fee, Attend hearing in NJ. 11/28/2022	58.00
12/28/22	Richard U. S. Howell, P.C. - Richard U. S. Howell, Airfare, Newark, NJ to Attend hearing in NJ. 12/28/2022 - Coach	559.19
	Total	617.19

Legal Services for the Period Ending December 31, 2022 Invoice Number: 1050074363
BlockFi Inc. Matter Number: 54119-27
Expenses

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/30/22	Alex McCammon - Alex McCammon, Transportation To/From Airport, Attend hearing in NJ 11/30/2022	52.80
11/30/22	Alex McCammon - Alex McCammon, Transportation To/From Airport, Attend hearing in NJ. 11/30/2022	46.97
12/02/22	BOSTON COACH CORPORATION - 11/29/2022 Francis Petrie pick up at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK drop off at U.S. COURTHOUSE 402 East State St TRENTON NJ 08608 TRENTON	637.29
12/02/22	BOSTON COACH CORPORATION - 11/29/2022 Francis Petrie pick up at U.S. COURTHOUSE 402 E State St TRENTON NJ 08601 TRENTON drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	698.53
12/02/22	BOSTON COACH CORPORATION - 11/29/2022 Christine Okike pick up at HOME drop off at U.S. COURTHOUSE 402 East State St TRENTON NJ 08608 TRENTON	600.85
12/02/22	BOSTON COACH CORPORATION - 11/29/2022 Joshua A Sussberg pick up at HOME drop off at U.S. COURTHOUSE 402 East State St TRENTON NJ 08608 TRENTON and final drop off at KIRKLAND & ELLIS NY LEXINGTON AVE 601 Lexington Ave NEW YORK NY 10022 NEW YORK	1,011.32
	Total	3,047.76

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074363

BlockFi Inc.

Matter Number:

54119-27

Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/29/22	Alex McCammon - Alex McCammon, Travel Meals, New York, NY Attend hearing in NJ. Alex McCammon 11/29/2022	6.70
11/29/22	Michael B. Slade - Michael B. Slade, Travel Meals, Newark, NJ Attend hearing in NJ. Michael B. Slade 11/29/2022	29.46
11/29/22	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL Attend hearing in NJ. Michael B. Slade 11/29/2022	12.85
11/30/22	Alex McCammon - Alex McCammon, Travel Meals, New York - La Guardia Attend hearing in NJ. Alex McCammon 11/30/2022	24.30
11/30/22	Alex McCammon - Alex McCammon, Travel Meals, New York, NY Attend hearing in NJ. Alex McCammon, Rob Jacobson 11/30/2022	141.05
	Total	214.36

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/29/22	Michael B. Slade - Michael B. Slade, Parking, Chicago, IL Attend hearing in NJ. 11/29/2022	42.00
	Total	42.00

Legal Services for the Period Ending December 31, 2022

Invoice Number:

1050074363

BlockFi Inc.

Matter Number:

54119-27

Expenses

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	Clerk, US District Court - Pro hac fees	1,050.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/09/22	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees	212.00
12/20/22	Clerk of the United States District Court - Pro hac fees	1,050.00
	Total	3,584.00

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/05/22	Miller Advertising Agency Inc - Miller Advertising - New York Times Publication of NOL Notices	9,890.88
	Total	9,890.88

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	CT LIEN SOLUTIONS - Lien searches for BlockFi	24,298.00
	Total	24,298.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Rob Jacobson	15.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Isabella Parette	720.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Ziv Ben-Shahar	463.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Jimmy Ryan	13.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Julia Foster	20.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Michael Koch	340.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by Brian Nakhaimousa	203.00
12/12/22	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 11/2022 by David Hackel	1,352.00
	Total	3,126.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 11/28/2022	19.60
11/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 11/28/2022	58.75
	Total	78.35

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Margaret Reiney - Margaret Reiney, Taxi, OT. Work late.	11.00
11/28/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late	14.92
11/28/22	David Hackel - David Hackel, Taxi, OT. Work late. 11/28/2022	14.98
11/28/22	David Hackel - David Hackel, Taxi, OT. Work late. 11/28/2022	14.90
11/29/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late. 11/29/2022	15.98
11/29/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late	15.92
11/29/22	Michael B. Slade - Michael B. Slade, Taxi, OT. Work late. 11/29/2022	59.10
11/29/22	Margaret Reiney - Margaret Reiney, Taxi, OT. Work late. 11/29/2022	11.75
11/29/22	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, OT. Work late. 11/29/2022	73.76
11/30/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late 11/30/2022	19.94
12/07/22	Francis Petrie - Francis Petrie, Taxi, OT. Work late. 12/07/2022	12.74
12/14/22	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, OT. Work late. 12/14/2022	109.52
	Total	374.51

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/17/22	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York OT meal. Francis Petrie 12/17/2022	39.81
12/20/22	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York OT meal. Francis Petrie 12/20/2022	39.61
	Total	79.42

Rental Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/07/22	AQUIPT INC - Rental Expenses for printer for hearing in NJ	835.68
	Total	835.68

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/05/22	FEDERAL EXPRESS - 770608778032	15.90
12/05/22	FEDERAL EXPRESS - 770609076287	15.90
12/05/22	FEDERAL EXPRESS - 770609123551	15.90
12/05/22	FEDERAL EXPRESS - 770608504701	15.90
12/05/22	FEDERAL EXPRESS - 770608619340	15.90
12/05/22	FEDERAL EXPRESS - 770608907756	15.90
12/05/22	FEDERAL EXPRESS - 770609010559	15.90
12/26/22	FEDERAL EXPRESS - 770842349610	15.50
	Total	126.80

TOTAL EXPENSES **\$ 51,104.64**

January 2023

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 3, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050075886
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through January 31, 2023
(see attached Description of Expenses for detail)

\$ 43,518.05

Total expenses incurred

\$ 43,518.05

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075886

BlockFi Inc.

Matter Number:

54119-27

Expenses

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	25.00
Standard Copies or Prints	560.30
Color Copies or Prints	1,570.25
Local Transportation	1,157.85
Travel Expense	10,323.93
Airfare	3,630.64
Transportation to/from airport	1,697.24
Travel Meals	880.57
Other Court Costs and Fees	8,742.32
Computer Database Research	2,097.69
Westlaw Research	7,770.02
LexisNexis Research	3,369.76
Overtime Transportation	684.21
Overtime Meals - Non-Attorney	163.27
Overtime Meals - Attorney	583.10
Computer Database Research - Soft	261.90
Total	\$ 43,518.05

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/20/23	Michael B. Slade - Michael B. Slade, Internet, travel from Chicago, IL to New York, NY re hearing, preparation sessions, client meetings, and 341 meeting. 01/20/2023	17.00
01/24/23	Michael B. Slade - Michael B. Slade, Internet, travel from Chicago, IL to New York, NY re depositions and client meetings. 01/24/2023	8.00
	Total	25.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/03/23	Standard Copies or Prints	0.50
01/03/23	Standard Copies or Prints	0.10
01/03/23	Standard Copies or Prints	0.80
01/04/23	Standard Copies or Prints	0.20
01/04/23	Standard Copies or Prints	4.70
01/04/23	Standard Copies or Prints	4.50
01/05/23	Standard Copies or Prints	0.30
01/05/23	Standard Copies or Prints	1.80
01/05/23	Standard Copies or Prints	7.80
01/05/23	Standard Copies or Prints	0.40
01/05/23	Standard Copies or Prints	1.60
01/05/23	Standard Copies or Prints	0.30
01/05/23	Standard Copies or Prints	60.40
01/06/23	Standard Copies or Prints	6.80
01/06/23	Standard Copies or Prints	3.30
01/07/23	Standard Copies or Prints	1.10
01/09/23	Standard Copies or Prints	71.40
01/10/23	Standard Copies or Prints	1.40
01/10/23	Standard Copies or Prints	5.10
01/10/23	Standard Copies or Prints	1.00
01/10/23	Standard Copies or Prints	2.60
01/10/23	Standard Copies or Prints	0.50
01/11/23	Standard Copies or Prints	0.10
01/11/23	Standard Copies or Prints	1.00
01/12/23	Standard Copies or Prints	0.50
01/12/23	Standard Copies or Prints	0.20
01/12/23	Standard Copies or Prints	7.90
01/16/23	Standard Copies or Prints	0.60
01/18/23	Standard Copies or Prints	7.50
01/18/23	Standard Copies or Prints	5.00
01/18/23	Standard Copies or Prints	4.50
01/20/23	Standard Copies or Prints	152.60
01/20/23	Standard Copies or Prints	0.30
01/23/23	Standard Copies or Prints	1.90

Legal Services for the Period Ending January 31, 2023

Invoice Number:

1050075886

BlockFi Inc.

Matter Number:

54119-27

Expenses

01/24/23	Standard Copies or Prints	3.00
01/24/23	Standard Copies or Prints	0.60
01/24/23	Standard Copies or Prints	1.40
01/24/23	Standard Copies or Prints	7.80
01/25/23	Standard Copies or Prints	21.00
01/25/23	Standard Copies or Prints	0.10
01/25/23	Standard Copies or Prints	40.20
01/25/23	Standard Copies or Prints	0.80
01/25/23	Standard Copies or Prints	12.70
01/25/23	Standard Copies or Prints	0.80
01/26/23	Standard Copies or Prints	2.70
01/26/23	Standard Copies or Prints	2.90
01/26/23	Standard Copies or Prints	6.90
01/26/23	Standard Copies or Prints	1.50
01/26/23	Standard Copies or Prints	21.00
01/30/23	Standard Copies or Prints	0.90
01/30/23	Standard Copies or Prints	76.60
01/31/23	Standard Copies or Prints	0.70
	Total	560.30

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/03/23	Color Copies or Prints	24.75
01/03/23	Color Copies or Prints	39.60
01/03/23	Color Copies or Prints	4.95
01/04/23	Color Copies or Prints	2.75
01/05/23	Color Copies or Prints	107.25
01/05/23	Color Copies or Prints	2.75
01/05/23	Color Copies or Prints	30.25
01/05/23	Color Copies or Prints	2.75
01/06/23	Color Copies or Prints	31.90
01/06/23	Color Copies or Prints	5.50
01/06/23	Color Copies or Prints	5.50
01/07/23	Color Copies or Prints	16.50
01/08/23	Color Copies or Prints	15.40
01/09/23	Color Copies or Prints	223.85
01/10/23	Color Copies or Prints	34.65
01/10/23	Color Copies or Prints	24.75
01/16/23	Color Copies or Prints	312.40
01/18/23	Color Copies or Prints	30.80
01/20/23	Color Copies or Prints	218.90
01/23/23	Color Copies or Prints	12.10
01/24/23	Color Copies or Prints	30.80
01/24/23	Color Copies or Prints	29.70
01/24/23	Color Copies or Prints	53.90
01/24/23	Color Copies or Prints	34.65
01/25/23	Color Copies or Prints	15.95
01/25/23	Color Copies or Prints	42.35
01/25/23	Color Copies or Prints	0.55
01/25/23	Color Copies or Prints	11.00
01/25/23	Color Copies or Prints	1.65
01/26/23	Color Copies or Prints	26.95
01/26/23	Color Copies or Prints	38.50
01/30/23	Color Copies or Prints	102.30
01/31/23	Color Copies or Prints	34.65
	Total	1,570.25

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/29/22	Robert Jacobson - Robert Jacobson, car service, round trip to/from office (NY) to hearing (NJ). Attend hearing on 11/29/2022.	350.00
12/04/22	Erin Bishop - Erin Bishop, Taxi, From LaGuardia Airport to hotel, Attend meetings in New York. 12/04/2022	57.47
12/04/22	Erin Bishop - Erin Bishop, Taxi, From home to Chicago O'Hare Airport, Attend meetings in New York. 12/04/2022	47.73
12/06/22	Laura K. Riff - Laura K. Riff, Taxi, Meetings at client site. 12/06/2022	14.90
12/07/22	Laura K. Riff - Laura K. Riff, Taxi, Meetings at client site. 12/07/2022	49.48
12/07/22	Erin Bishop - Erin Bishop, Taxi, From Chicago O'Hare to home, Attend meetings in New York. 12/07/2022	41.28
12/08/22	Erin Bishop - Erin Bishop, Taxi, From client site, New York, NY to LaGuardia Airport, Attend meetings in New York. 12/08/2022	91.36
12/09/22	VITAL TRANSPORTATION SERVICES INC - Package - document delivery to Josh Sussberg - 601 Lexington Avenue to Sussberg residence 11/28/2022	128.10
12/09/22	VITAL TRANSPORTATION SERVICES INC - document delivery to Josh Sussberg - 601 Lexington Avenue to Sussberg residence 11/29/2022	121.35
12/09/22	VITAL TRANSPORTATION SERVICES INC - JOSH SUSSBERG - 601 Lexington Avenue to Sussberg residence 11/27/2022	120.38
01/06/23	Josh Sussberg, P.C. - Josh Sussberg, Taxi, Conference with the Company 01/06/2023	66.84
01/24/23	Josh Sussberg, P.C. - Josh Sussberg, Taxi, Conference with the Company 01/24/2023	68.96
	Total	1,157.85

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/04/22	Erin Bishop - Erin Bishop, Lodging, New York, NY, Attend meetings in New York. 12/04/2022	343.16
12/05/22	Erin Bishop - Erin Bishop, Lodging, New York, NY, Attend meetings in New York. 12/05/2022	549.72
12/06/22	Laura K. Riff - Laura K. Riff, Lodging, 2 nights, New York, NY, Attend meetings in New York. 12/04/2022 through 12/5/2022	830.55
12/06/22	Laura K. Riff - Laura K. Riff, Lodging, 1 night, New York, NY, Attend meetings in New York. 12/06/2022	268.27
12/06/22	Erin Bishop - Erin Bishop, Lodging 3 nights, New York, NY, Attend meetings in New York. 12/06/2022	1,086.74
12/07/22	Laura K. Riff - Laura K. Riff, Lodging 1 night, New York, NY, Attend meetings in New York. 12/07/2022	650.00
01/20/23	Michael B. Slade - Michael B. Slade, Lodging 4 nights, New York, NY, Attend hearing in NJ; attend client meetings, 341 meeting in NY. 01/20/2023	3,335.08
01/24/23	Katie J. Welch - Katie J. Welch, Lodging, New York, NY, attend depositions in NY. 01/24/2023	327.65
01/25/23	Rob Jacobson - Rob Jacobson, Lodging, New York, NY, attend hearing. 01/25/2023	387.91
01/25/23	Katie J. Welch - Katie J. Welch, Lodging, New York, NY, Attend depositions in NY. 01/25/2023	327.65
01/26/23	Michael B. Slade - Michael B. Slade, Lodging 2 nights, New York City, NY, attend depositions in NY. 01/26/2023	1,441.38
01/26/23	Rob Jacobson - Rob Jacobson, Lodging, New York, NY, attend hearing. 01/26/2023	387.91
01/27/23	Rob Jacobson - Rob Jacobson, Lodging, New York, NY, attend hearing. 01/27/2023	387.91
	Total	10,323.93

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/02/22	Laura K. Riff - Laura K. Riff, Agency Fee, Attend meetings in New York. 12/02/2022	58.00
12/02/22	Laura K. Riff - Laura K. Riff, Airfare, coach, New York, NY, Attend meetings in New York. 12/02/2022	252.88
12/02/22	Erin Bishop - Erin Bishop, Airfare, coach, Chicago, Illinois, Attend meetings in New York. 12/02/2022	578.78
12/02/22	Erin Bishop - Erin Bishop, Agency Fee, Attend meetings in New York. 12/02/2022	58.00
12/07/22	Laura K. Riff - Laura K. Riff, Airfare, coach, Chicago, IL, Attend meetings in New York. 12/07/2022	260.65
12/12/22	Michael B. Slade - Michael B. Slade, Airfare, coach, New York City, NY, Two-day trip to New York City for depositions and client meetings. 12/12/2022	532.15
12/23/22	Michael B. Slade - Michael B. Slade, Airfare, coach, New York City, NY, Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. 12/23/2022	319.28
12/23/22	Michael B. Slade - Michael B. Slade, Agency Fee, Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. 12/23/2022	58.00
01/05/23	Michael B. Slade - Michael B. Slade, Airfare-coach, New York, NY, Attend hearing in NJ. 01/05/2023	132.66
01/19/23	Francis Petrie - Francis Petrie, Airfare-coach Newark, NJ, Attend hearing in NJ. 01/19/2023	224.62
01/19/23	Francis Petrie - Francis Petrie, Agency Fee, New York, NY, Attend hearing in NJ. 01/19/2023	58.00
01/21/23	Michael B. Slade - Michael B. Slade, Agency Fees, New York, NY, Attend hearing in NJ. 01/21/2023	58.00
01/23/23	Katie J. Welch - Katie J. Welch, Agency Fee, New York, NY, Attend depositions in NY. 01/23/2023	21.00
01/23/23	Katie J. Welch - Katie J. Welch, Airfare-coach, New York, New York, Attend depositions in NY. 01/23/2023	491.50
01/24/23	Rob Jacobson - Rob Jacobson, Agency Fee, Hearing. 01/24/2023	58.00
01/24/23	Rob Jacobson - Rob Jacobson, Airfare-coach, New York, NY, attend hearing. 01/24/2023	469.12
	Total	3,630.64

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/29/22	Richard U. S. Howell, P.C. - Richard U. S. Howell, Transportation from hearing in Trenton, NJ to Airport in Newark, NJ, Travel to attend hearing on 11/29/22. 11/29/2022	195.43
11/29/22	Transportation - RICHARD UPDIKE SHERM HOWELL Transportation from home to Airport in Chicago, IL, Travel to attend hearing on 11/29/22.	118.27
11/30/22	Transportation RICHARD UPDIKE SHERM HOWELL Transportation , round trip from Home to Chicago O'Hare and from Chicago O'Hare to home, Travel to attend hearing on 11/29/22.	114.27
11/30/22	Transportation ROBERT ANTHONY JACOBSON Transportation From Chicago, IL Airport to home, Travel to attend hearing on 11/29/22.	118.27
11/30/22	Transportation - ROBERT ANTHONY JACOBSON Transportation From Airport in Chicago, IL to home, Travel to attend hearing on 11/29/22.	115.88
11/30/22	SUNNY'S WORLDWIDE - MICHAEL B SLADE - Transportation From Newark airport to Hearing, Travel to attend hearing on 11/29/22.	292.46
12/16/22	VITAL TRANSPORTATION SERVICES INC - RIFF LAURA K From LaGuardia Airport to hotel, Travel for meetings with Company re document collection.	74.86
01/16/23	Michael B. Slade - Michael B. Slade, Transportation from Home to Chicago Airport, Four-day trip to New York City for court hearing on 1/17/23, preparation sessions, client meetings, and 341 meeting. 01/16/2023	57.70
01/20/23	Michael B. Slade - Michael B. Slade, Transportation From Chicago Airport to dinner, Four-day trip to New York City for court hearing on 1/17/23, preparation sessions, client meetings, and 341 meeting. 01/20/2023	73.37
01/21/23	Michael B. Slade - Michael B. Slade, Transportation From Office to New York City Airport, Four-day trip to New York City for court hearing on 1/17/23, preparation sessions, client meetings, and 341 meeting. 01/21/2023	96.63
01/24/23	Katie J. Welch - Katie J. Welch, Transportation From LaGuardia Airport, NY to NY Hotel, prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP 01/24/2023	55.09
01/24/23	Katie J. Welch - Katie J. Welch, Transportation From Welch residence to O'Hare Airport, prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP 01/24/2023	42.53

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01/25/23	Michael B. Slade - Michael B. Slade, Transportation From home to Midway Airport, Two-day trip to New York City for depositions and client meetings. 01/25/2023	56.21
01/26/23	Katie J. Welch - Katie J. Welch, Transportation From NY Hotel to LaGuardia Airport, prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP 01/26/2023	61.63
01/26/23	Katie J. Welch - Katie J. Welch, Transportation From O'Hare Airport to Welch residence, prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP 01/26/2023	53.44
01/28/23	Rob Jacobson - Rob Jacobson, Transportation From hotel in New York, New York to LaGuardia Airport, Hearing on 1/27/23. 01/28/2023	69.40
01/31/23	Michael B. Slade - Michael B. Slade, Transportation From LaGuardia Airport to hotel, Four-day trip to New York City for court hearing, 1/24/2023	101.80
	Total	1,697.24

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/04/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/04/2022	19.78
12/05/22	Laura K. Riff - Laura K. Riff, Travel Meals, New York, NY Meet with client to manage collection of documents for review in response to document requests from regulators. Laura K. Riff 12/05/2022	16.03
12/05/22	Laura K. Riff - Laura K. Riff, Travel Meals, New York, NY Meet with client to manage collection of documents for review in response to document requests from regulators. Laura K. Riff 12/05/2022	31.64
12/05/22	Erin Bishop - Erin Bishop, Hotel - Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/05/2022	77.33
12/05/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/05/2022	18.11
12/06/22	Laura K. Riff - Laura K. Riff, Travel Meals, New York, NY Attend meetings in New York. 12/06/2022	14.44
12/06/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/06/2022	16.13
12/06/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/06/2022	19.89
12/07/22	Laura K. Riff - Laura K. Riff, Travel Meals, New York, NY Attend meetings in New York, 12/07/2022	19.38
12/07/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop 12/07/2022	19.09
12/07/22	Erin Bishop - Erin Bishop, Travel Meals, New York, NY Attend meetings in New York. Erin Bishop, Laura K. Riff 12/07/2022	80.65
01/16/23	Michael B. Slade - Michael B. Slade, Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/16/2023	19.32
01/17/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/17/2023	119.08
01/17/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/17/2023	11.76

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01/18/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/18/2023	55.59
01/19/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Four-day trip to New York City for court hearing, preparation sessions, client meetings, and 341 meeting. Michael B. Slade 01/19/2023	111.05
01/24/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL Two-day trip to New York City for depositions and client meetings. Michael B. Slade 01/24/2023	37.92
01/24/23	Katie J. Welch - Katie J. Welch, Travel Meals, Chicago, IL Prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP Katie J. Welch 01/24/2023	17.00
01/25/23	Michael B. Slade - Michael B. Slade, Travel Meals, New York City, NY Two-day trip to New York City for depositions and client meetings. Michael B. Slade 01/25/2023	97.85
01/26/23	Michael B. Slade - Michael B. Slade, Hotel - Travel Meals, New York City, NY Two-day trip to New York City for depositions and client meetings. Michael B. Slade 01/26/2023	40.00
01/26/23	Michael B. Slade - Michael B. Slade, Travel Meals, New York City, NY Two-day trip to New York City for depositions and client meetings. Michael B. Slade 01/26/2023	13.74
01/26/23	Katie J. Welch - Katie J. Welch, Travel Meals, New York, NY Prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP Katie J. Welch 01/26/2023	13.91
01/26/23	Katie J. Welch - Katie J. Welch, Hotel - Travel Meals, New York, NY Prepare for and participate in depositions of M. Crowell and J. Gartrell re KERP Katie J. Welch 01/26/2023	10.88
	Total	880.57

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/23/23	Miller Advertising Agency Inc - Miller Advertising - New York Times (Business) re Publishing Costs for Publication of NOL Notice.	8,742.32
	Total	8,742.32

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/09/23	Bureau of National Affairs Inc - Bloomberg Dockets Usage for 12/2022 by Jana Cassel	3.69
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Trevor Eck	20.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by David Hackel	943.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Lydia Yale	40.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Brian Nakhaimousa	40.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Rob Jacobson	26.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Jimmy Ryan	173.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by David Hackel	335.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Ziv Ben-Shahar	126.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Michael Koch	291.00
01/18/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 12/2022 by Isabella Paretti	100.00
	Total	2,097.69

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/06/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/6/2022	50.55
12/06/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 12/6/2022	75.84
12/07/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/7/2022	50.55
12/08/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/8/2022	25.28
12/12/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/12/2022	126.40
12/12/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/12/2022	32.92
12/12/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 12/12/2022	75.84
12/13/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/13/2022	25.28
12/15/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 12/15/2022	25.28
12/20/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/20/2022	220.23
12/20/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 12/20/2022	25.28
12/22/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Zurek, Mason on 12/22/2022	101.23
12/23/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 12/23/2022	7.99
12/26/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 12/26/2022	126.39
12/26/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/26/2022	108.76
12/27/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/27/2022	50.55
12/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 12/28/2022	151.67

12/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/28/2022	25.28
12/28/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/28/2022	101.12
12/29/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 12/29/2022	25.28
12/30/22	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 12/30/2022	151.67
01/03/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 1/3/2023	660.36
01/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 1/4/2023	44.89
01/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/5/2023	74.64
01/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/6/2023	449.70
01/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 1/6/2023	44.89
01/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 1/6/2023	44.89
01/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/8/2023	346.15
01/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 1/8/2023	22.44
01/09/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 1/9/2023	44.94
01/10/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/10/2023	201.99
01/10/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 1/10/2023	44.94
01/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 1/12/2023	44.94
01/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/13/2023	253.66
01/15/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jacobson, Rob on 1/15/2023	67.41
01/15/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/15/2023	44.89
01/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 1/17/2023	969.56

01/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 1/18/2023	367.03
01/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 1/19/2023	44.89
01/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 1/20/2023	7.10
01/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/20/2023	67.33
01/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/21/2023	224.43
01/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/22/2023	262.85
01/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jacobson, Rob on 1/22/2023	22.47
01/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ben-Shahar, Ziv on 1/23/2023	179.75
01/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/23/2023	44.89
01/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 1/23/2023	44.89
01/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/24/2023	89.77
01/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 1/24/2023	67.33
01/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ryan, Jimmy on 1/24/2023	195.52
01/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lee, Daming on 1/24/2023	131.53
01/25/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/25/2023	22.44
01/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 1/26/2023	6.79
01/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 1/26/2023	135.50
01/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 1/26/2023	597.00
01/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Nakhaimousa, Brian on 1/28/2023	89.77

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01/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 1/28/2023	134.14
01/31/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Henry, Shayne on 1/31/2023	90.92
	Total	7,770.02

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/13/22	RELX Inc DBA LexisNexis - LexisNexis Research on 12/13/2022 by Michael Koch	51.72
12/20/22	RELX Inc DBA LexisNexis - LexisNexis Research on 12/20/2022 by Michael Koch	304.59
12/29/22	RELX Inc DBA LexisNexis - LexisNexis Research on 12/29/2022 by Zachary Leader	248.05
12/30/22	RELX Inc DBA LexisNexis - LexisNexis Research on 12/30/2022 by Michael Koch	76.14
01/10/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/10/2023 by Isabella Paretti	1,470.90
01/22/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/22/2023 by Michael Koch	51.71
01/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/24/2023 by Isabella Paretti	330.38
01/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/24/2023 by Jimmy Ryan	456.71
01/24/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/24/2023 by Ziv Ben-Shahar	141.15
01/26/23	RELX Inc DBA LexisNexis - LexisNexis Research on 1/26/2023 by Sarah Margolis	238.41
	Total	3,369.76

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/28/22	Christine A. Okike, P.C. - Christine A. Okike, Taxi, Work late - Uber Home. 11/28/2022	43.53
12/06/22	Christine A. Okike, P.C. - Christine A. Okike, Taxi, Work late - Uber Home. 12/06/2022	66.31
12/11/22	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from the office to home. 12/11/2022	17.09
12/11/22	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer to the office. 12/11/2022	64.53
12/13/22	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from the office to home. 12/13/2022	20.17
12/15/22	Sarah R. Margolis - Sarah R. Margolis, Taxi, OT car transfer from the office to home. 12/15/2022	38.42
01/04/23	Jimmy Ryan - Jimmy Ryan, Taxi office to home, OT. Work late. 01/04/2023	11.99
01/05/23	Francis Petrie - Francis Petrie, Taxi office to home, OT. Work late. 01/05/2023	12.97
01/10/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT. Work late. 01/10/2023	10.98
01/10/23	Margaret Reiney - Margaret Reiney, Taxi, office to home, OT. Work late. 01/10/2023	15.38
01/11/23	Sarah R. Margolis - Sarah R. Margolis, Taxi, office to home, OT. Work late. 01/11/2023	40.29
01/12/23	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, office to home, OT. Work late. 01/12/2023	70.99
01/12/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT. Work late. 01/11/2023	14.64
01/12/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT. Work late. 01/12/2023	14.94
01/24/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT transportation 01/24/2023	12.09
01/24/23	Bill Arnault - Bill Arnault, Taxi, office to home, OT. Work late. 01/24/2023	94.15
01/25/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT transportation 01/25/2023	15.96
01/26/23	Jimmy Ryan - Jimmy Ryan, Taxi, office to home, OT. Work late. 01/26/2023	10.41
01/26/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT transportation 01/26/2023	14.97

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01/26/23	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, office to home, OT. Work late. 01/26/2023	69.36
01/27/23	Francis Petrie - Francis Petrie, Taxi, office to home, OT transportation 01/27/2023	12.89
01/30/23	Francis Petrie - Francis Petrie, Taxi, OT transportation to office in the morning. 01/30/2023	12.15
	Total	684.21

Overtime Meals - Non-Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/19/22	Francis Petrie - Francis Petrie, Overtime Meals - Non-Attorney, New York OT meal. Francis Petrie 12/19/2022	24.37
12/22/22	Francis Petrie - Francis Petrie, Overtime Meals - Non-Attorney, New York OT meal. Francis Petrie 12/22/2022	34.74
01/03/23	Francis Petrie - Francis Petrie, Overtime Meals 01/03/2023	39.61
01/05/23	Francis Petrie - Overtime Meals, Francis Petrie and Margaret Reiney 01/05/2023	64.55
	Total	163.27

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/18/22	Paretti Isabella J. 12/13/2022 OT Meal	30.64
12/20/22	Sarah R. Margolis - Sarah R. Margolis, Overtime Meals - Attorney, New York, NY OT meal. Sarah R. Margolis 12/20/2022	40.00
12/25/22	Petrie Francis 12/21/2022 OT Meal	35.02
12/25/22	Eck Trevor 12/21/2022 OT Meal	35.02
12/25/22	Paretti Isabella J. 12/19/2022 OT Meal	42.00
01/08/23	Trevor Eck - Overtime Meals - Attorney, New York, OT meal. 1/5/2023	42.00
01/08/23	Brian Nakhaimousa - Overtime Meals - Attorney, New York, OT meal. 1/5/2023	42.00
01/15/23	Francis Petrie - Overtime Meals - Attorney, New York OT meal. 1/13/2023	41.63
01/15/23	Petrie Francis - Overtime Meals - Attorney, New York OT meal. 1/12/2023	42.00
01/15/23	Trevor Eck - Overtime Meals - Attorney, New York OT meal. 1/13/2023	41.63
01/15/23	Ziv Ben-Shahar - Overtime Meals - Attorney, New York, OT meal. 1/11/2023	42.00
01/16/23	Francis Petrie, Margaret Reiney - Overtime Meals - Attorney, New York OT meal. 01/16/2023	72.89
01/24/23	Bill Arnault - Overtime Meals - Attorney, Chicago, OT meal. 01/24/2023	39.48
01/26/23	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York OT meal. Francis Petrie 01/26/2023	36.79
	Total	583.10

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/01/22	PACER Usage for 12/2022	1.40
12/01/22	PACER Usage for 12/2022	1.50
12/01/22	PACER Usage for 12/2022	7.00
12/01/22	PACER Usage for 12/2022	18.20
12/01/22	PACER Usage for 12/2022	21.30
12/01/22	PACER Usage for 12/2022	0.20
12/01/22	PACER Usage for 12/2022	0.30
01/01/23	PACER Usage for 01/2023	50.00
01/01/23	PACER Usage for 01/2023	43.50
01/01/23	PACER Usage for 01/2023	100.70
01/01/23	PACER Usage for 01/2023	4.90
01/01/23	PACER Usage for 01/2023	3.20
01/01/23	PACER Usage for 01/2023	9.70
	Total	261.90
TOTAL EXPENSES		\$ 43,518.05

February 2023

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077664

Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through February 28, 2023
(see attached Description of Expenses for detail)

\$ 135,794.41

Total expenses incurred

\$ 135,794.41

Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	3,074.40
Color Copies or Prints	275.55
Postage	12.00
Outside Messenger Services	202.25
Local Transportation	37.53
Travel Expense	1,395.58
Airfare	2,088.57
Transportation to/from airport	1,596.97
Travel Meals	85.89
Court Reporter Fee/Deposition	2,843.30
Filing Fees	1,495.00
Other Court Costs and Fees	43,274.49
Professional Fees	27,600.02
Outside Paralegal Assistance	42,546.45
Catering Expenses	3,718.48
Computer Database Research	1,174.00
Westlaw Research	3,480.65
LexisNexis Research	28.85
Overtime Transportation	184.78
Overtime Meals - Attorney	333.84
Document Services Overtime	37.84
Miscellaneous Office Expenses	246.17
Overnight Delivery - Hard	47.70
Computer Database Research - Soft	14.10
Total	\$ 135,794.41

Description of Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/19/23	Standard Copies or Prints	3,046.20
02/01/23	Standard Copies or Prints	0.30
02/02/23	Standard Copies or Prints	0.30
02/03/23	Standard Copies or Prints	1.00
02/07/23	Standard Copies or Prints	0.60
02/08/23	Standard Copies or Prints	0.10
02/08/23	Standard Copies or Prints	2.30
02/09/23	Standard Copies or Prints	3.30
02/09/23	Standard Copies or Prints	2.40
02/09/23	Standard Copies or Prints	0.80
02/14/23	Standard Copies or Prints	6.60
02/16/23	Standard Copies or Prints	1.20
02/21/23	Standard Copies or Prints	0.50
02/21/23	Standard Copies or Prints	0.80
02/21/23	Standard Copies or Prints	0.90
02/21/23	Standard Copies or Prints	0.70
02/22/23	Standard Copies or Prints	1.00
02/22/23	Standard Copies or Prints	0.10
02/22/23	Standard Copies or Prints	0.20
02/23/23	Standard Copies or Prints	1.80
02/23/23	Standard Copies or Prints	0.10
02/28/23	Standard Copies or Prints	0.40
02/28/23	Standard Copies or Prints	2.70
02/28/23	Standard Copies or Prints	0.10
	Total	3,074.40

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/07/23	Color Copies or Prints	29.70
02/08/23	Color Copies or Prints	13.20
02/14/23	Color Copies or Prints	29.70
02/21/23	Color Copies or Prints	35.20
02/21/23	Color Copies or Prints	2.20
02/21/23	Color Copies or Prints	30.80
02/21/23	Color Copies or Prints	91.85
02/22/23	Color Copies or Prints	15.40
02/22/23	Color Copies or Prints	0.55
02/22/23	Color Copies or Prints	20.35
02/23/23	Color Copies or Prints	5.50
02/28/23	Color Copies or Prints	1.10
	Total	275.55

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/03/23	Postage to U.S. SEC, 100 F Street, NE Washington, DC	2.76
02/16/23	Postage to Newark, N.J. United States District Courthouse and the N.J. Attorney Fund	9.24
	Total	12.00

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/29/23	CROWN DELIVERY & LOGISTICS - Courier Deliveries of hearing binders to Sussberg residence.	141.27
02/04/23	Comet Messenger Service Inc - K&E Chicago Office to L. Riff Home. 02/02/2023	60.98
	Total	202.25

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/28/23	Christine A. Okike, P.C. - Christine A. Okike, Taxi, UBER from auction at Moelis to Home. 02/28/2023	37.53
	Total	37.53

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077664

BlockFi Inc.

Matter Number:

54119-27

Expenses

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/24/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, Lodging 3 nights, New York, NY, Travel to attend hearing on 1/27/2023. 01/24/2023	1,163.73
01/24/23	Cade C. Boland - Cade C. Boland, Lodging 1 night, New York, NY, Travel for BlockFi Depositions. 01/24/2023	231.85
	Total	1,395.58

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077664

BlockFi Inc.

Matter Number:

54119-27

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/23/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, Agency Fee, one way from Chicago, IL to New York, NY, Coach, Travel to attend hearing preparation and hearing on 1/27/2023. 01/23/2023	21.00
01/23/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, one way Airfare, Chicago, IL to New York, NY, Coach, Travel to attend hearing preparation and hearing on 1/27/2023. 01/23/2023	498.15
01/24/23	Cade C. Boland - Cade C. Boland, round trip Airfare, Chicago, IL to New York, NY, Coach, Travel for BlockFi Depositions. 01/24/2023	527.63
01/26/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, one way Airfare, New York, NY to Chicago, IL, Coach, Travel to attend hearing preparation and hearing on 1/27/2023. 01/26/2023	137.87
02/06/23	Michael B. Slade - Michael B. Slade, one way Airfare, Houston, TX to Dallas, TX, Coach, Travel for client meetings. 02/06/2023	175.62
02/16/23	Michael B. Slade - Michael B. Slade, one way Airfare, Dallas, TX to Chicago, IL, Coach, Travel for client meetings. 02/16/2023	409.35
02/27/23	Steve Toth - Steve Toth, one way Airfare, Chicago, IL to New York, NY, Coach, Travel for mining assets auction. 02/27/2023	260.95
02/27/23	Steve Toth - Steve Toth, Agency Fee, one way from Chicago, IL to New York, NY, Travel for mining assets auction. 02/27/2023	58.00
	Total	2,088.57

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/14/22	Crown Car & Limousines Inc - RIFF LAURA K one way Crown Car from Home to Chicago Airport for meetings re document production. 12/04/2022	126.19
01/31/23	WINDY CITY LIMOUSINE - ROBERT ANTHONY JACOBSON one way car from Chicago Airport to Home for hearing on 1/27/2023. 01/28/2023	118.27
01/31/23	WINDY CITY LIMOUSINE - RICHARD UPDIKE SHERM HOWELL one way car from Home to Chicago Airport for hearing on 01/27/2023. 01/24/2023	114.27
01/31/23	WINDY CITY LIMOUSINE - ROBERT ANTHONY JACOBSON one way car from Home to Chicago Airport for hearing on 1/27/2023. 01/25/2023	114.27
01/31/23	WINDY CITY LIMOUSINE - RICHARD UPDIKE SHERM HOWELL one way car from Chicago Airport to Home for hearing on 1/27/2023. 01/27/2023	118.27
01/31/23	SUNNY'S WORLDWIDE - MARGARET HARDIN ELOI REINEY-one way car from Home to Hearing to NJ Airport for hearing on 1/17/2023. 1/17/2023	524.56
01/31/23	SUNNY'S WORLDWIDE - MICHAEL B SLADE-one way car from NY Airport to K&E Office for deposition preparations. 1/16/2023	90.80
02/03/23	VITAL TRANSPORTATION SERVICES INC - Slade Michael – one way car from K&E Office to NY Airport for deposition preparations. 01/26/2023	94.72
02/03/23	VITAL TRANSPORTATION SERVICES INC - JACOBSON ROBERT ANTHONY – one way car from NY Airport to K&E Office for hearing on 1/27/2023. 01/25/2023	90.30
02/24/23	Michael B. Slade - Michael B. Slade, one way car from client to Dallas Airport for client meetings. 02/24/2023	51.82
02/24/23	Michael B. Slade - Michael B. Slade, one way car from Chicago Airport to Home for client meetings. 02/24/2023	62.70
02/28/23	SUNNY'S WORLDWIDE - STEVEN M TOTH, one way car from NY Airport to Moelis Office for mining assets auction. 2/28/2023	90.80
	Total	1,596.97

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077664

BlockFi Inc.

Matter Number:

54119-27

Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/25/23	Richard U. S. Howell, P.C. - Richard U. S. Howell, Hotel - Travel Meals, Travel to New York, NY to attend hearing on 1/27/2023. Richard U. S. Howell 01/25/2023	49.05
02/23/23	Michael B. Slade - Michael B. Slade, Travel Meals, Travel to Dallas, TX for client meetings. Michael B. Slade 02/23/2023	23.58
02/24/23	Michael B. Slade - Michael B. Slade, Travel Meals, Travel to Dallas, TX for client meetings. Michael B. Slade 02/24/2023	13.26
	Total	85.89

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/08/23	Lexitas - Professional services (deposition stenographer) re witness Josephine Gartrell	803.52
02/08/23	Lexitas - Professional services (deposition stenographer) re witness Megan Crowell	2,039.78
	Total	2,843.30

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/01/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for BlockFi	239.00
02/01/23	US District Court -District of New Jersey - Pro hac fees for BlockFi	150.00
02/01/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro Hac fees for BlockFi	239.00
02/01/23	US District Court -District of New Jersey - Pro hac fees for BlockFi	150.00
02/28/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for BlockFi	239.00
02/28/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for BlockFi	239.00
02/28/23	NJ LAWYERS' FUND FOR CLIENT PROTECTION - Pro hac fees for BlockFi	239.00
	Total	1,495.00

Legal Services for the Period Ending February 28, 2023

Invoice Number:

1050077664

BlockFi Inc.

Matter Number:

54119-27

Expenses

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/03/23	Miller Advertising Agency Inc - Miller Advertising - New York Times (Business) and Royal Gazette (Legals) (Publication Bar Date Notice)	14,982.75
02/03/23	Miller Advertising Agency Inc - Miller Advertising - New York Times (Business) and Royal Gazette (Legals) (Publication Sale Notice)	14,116.74
02/22/23	Miller Advertising Agency Inc - Miller Advertising - CoinDesk (Banner) (Publication Bar date and Sale Notice)	14,175.00
	Total	43,274.49

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/19/23	LegalPartners Group LLC - Discovery related expenses re FTX, Alameda research	27,600.02
	Total	27,600.02

Outside Paralegal Assistance

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/12/23	LegalPartners Group LLC - Discovery related expenses re FTX, Alameda research	18,712.40
02/26/23	LegalPartners Group LLC - Discovery related expenses re FTX, Alameda research	23,834.05
	Total	42,546.45

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/01/23	FLIK - BlockFi Inc. 1/17/2023	16.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	133.98
01/01/23	FLIK - BlockFi Inc. 1/6/2023	200.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	87.50
01/01/23	FLIK - BlockFi Inc. 1/6/2023	120.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/18/2023	288.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/27/2023	8.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	360.00
01/01/23	FLIK - BlockFi Inc. 1/30/2023	24.00
01/01/23	FLIK - BlockFi Inc. 1/24/2023	24.00
01/01/23	FLIK - BlockFi Inc. 1/26/2023	40.00
01/01/23	FLIK - BlockFi Inc. 1/27/2023	24.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	52.50
01/01/23	FLIK - BlockFi Inc. 1/6/2023	52.50
01/01/23	FLIK - BlockFi Inc. 1/25/2023	240.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	480.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	480.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	120.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	120.00
01/01/23	FLIK - BlockFi Inc. 1/20/2023	288.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	160.00
01/01/23	FLIK - BlockFi Inc. 1/6/2023	200.00
01/01/23	FLIK - BlockFi Inc. 1/25/2023	40.00
	Total	3,718.48

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Trevor Eck	377.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Ziv Ben-Shahar	232.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Brian Nakhaimousa	115.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Michael Koch	354.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Jimmy Ryan	96.00
	Total	1,174.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Lee, Daming on 1/27/2023	93.74
02/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 2/2/2023	24.11
02/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/6/2023	273.05
02/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/8/2023	935.04
02/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 2/13/2023	168.53
02/14/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/14/2023	24.08
02/15/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 2/15/2023	24.08
02/16/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 2/16/2023	7.65
02/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 2/19/2023	619.06
02/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 2/19/2023	72.22
02/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Jacobson, Rob on 2/20/2023	24.47
02/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 2/20/2023	24.08
02/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 2/26/2023	39.57
02/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 2/27/2023	24.08
02/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/27/2023	24.08
02/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Pappas, Alex on 2/28/2023	1,047.01
02/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 2/28/2023	55.80
	Total	3,480.65

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/20/23	RELX Inc DBA LexisNexis - LexisNexis Research on 2/20/2023 by Trevor Eck	28.85
	Total	28.85

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/24/23	Christine A. Okike, P.C. - Christine A. Okike, Taxi, Work late - office to home. 01/24/2023	42.93
02/01/23	Steve Toth - Steve Toth, Taxi, Work late - office to home. 02/01/2023	25.26
02/01/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 02/01/2023	15.98
02/02/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 02/02/2023	17.09
02/22/23	Steve Toth - Steve Toth, Taxi, Work late - round trip - from home to office and from office to home. 02/22/2023	52.75
02/28/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 02/28/2023	15.99
02/28/23	Margaret Reiney - Margaret Reiney, Taxi, Work late -office to home. 02/28/2023	14.78
	Total	184.78

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/23	Reiney Margaret 1/10/2023 OT Meal	40.33
01/29/23	Petrie Francis 1/27/2023 OT Meal	33.27
01/29/23	Reiney Margaret 1/23/2023 OT Meal	42.00
01/29/23	Petrie Francis 1/24/2023 OT Meal	42.00
02/07/23	Brian Nakhaimousa, Isabella Paretti Overtime Meals - 02/07/2023	80.00
02/12/23	Reiney Margaret 2/7/2023 OT Meal	41.83
02/12/23	Petrie Francis 2/7/2023 OT Meal	41.84
02/22/23	Steve Toth - Steve Toth, Overtime Meals Steve Toth 02/22/2023	12.57
	Total	333.84

Document Services Overtime

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/22/23	Convert Document: Email(s)	37.84
	Total	37.84

Miscellaneous Office Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/16/23	Christine A. Okike, P.C. - Christine A. Okike, State Registration, New Jersey, New Jersey Courts to 02/16/2023	246.17
	Total	246.17

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/20/23	FEDERAL EXPRESS to Newark, N.J. United States District Courthouse - 771329576350	18.45
02/27/23	FEDERAL EXPRESS to H. Tepner residence- 771362529550	29.25
	Total	47.70

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/01/23	PACER Usage for 02/2023	10.70
02/01/23	PACER Usage for 02/2023	3.40
	Total	14.10
TOTAL EXPENSES		\$ 135,794.41

March 2023

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077665
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through March 31, 2023
(see attached Description of Expenses for detail)

\$ 50,609.81

Total expenses incurred

\$ 50,609.81

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077665

BlockFi Inc.

Matter Number:

54119-27

Expenses

Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	361.40
Color Copies or Prints	2,754.95
Postage	9.48
Travel Expense	1,387.91
Airfare	996.91
Transportation to/from airport	624.78
Travel Meals	308.43
Other Court Costs and Fees	3,343.50
Professional Fees	3,318.48
Outside Paralegal Assistance	35,963.38
Computer Database Research	1,328.00
Overtime Transportation	64.31
Overtime Meals - Attorney	130.03
Overnight Delivery - Hard	18.25
Total	\$ 50,609.81

Description of Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Standard Copies or Prints	1.20
03/01/23	Standard Copies or Prints	1.90
03/01/23	Standard Copies or Prints	0.80
03/01/23	Standard Copies or Prints	0.60
03/01/23	Standard Copies or Prints	13.50
03/02/23	Standard Copies or Prints	1.30
03/02/23	Standard Copies or Prints	0.20
03/05/23	Standard Copies or Prints	8.60
03/07/23	Standard Copies or Prints	0.60
03/07/23	Standard Copies or Prints	1.90
03/07/23	Standard Copies or Prints	0.40
03/07/23	Standard Copies or Prints	0.70
03/08/23	Standard Copies or Prints	3.50
03/10/23	Standard Copies or Prints	7.50
03/11/23	Standard Copies or Prints	2.20
03/12/23	Standard Copies or Prints	22.20
03/12/23	Standard Copies or Prints	3.20
03/13/23	Standard Copies or Prints	17.10
03/14/23	Standard Copies or Prints	1.40
03/17/23	Standard Copies or Prints	0.10
03/21/23	Standard Copies or Prints	8.70
03/22/23	Standard Copies or Prints	8.00
03/22/23	Standard Copies or Prints	0.80
03/22/23	Standard Copies or Prints	96.20
03/22/23	Standard Copies or Prints	2.40
03/23/23	Standard Copies or Prints	1.70
03/28/23	Standard Copies or Prints	59.60
03/28/23	Standard Copies or Prints	86.60
03/29/23	Standard Copies or Prints	8.50
	Total	361.40

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077665

BlockFi Inc.

Matter Number:

54119-27

Expenses

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Color Copies or Prints	33.00
03/01/23	Color Copies or Prints	42.90
03/01/23	Color Copies or Prints	26.40
03/07/23	Color Copies or Prints	19.80
03/07/23	Color Copies or Prints	29.70
03/07/23	Color Copies or Prints	0.55
03/11/23	Color Copies or Prints	53.90
03/12/23	Color Copies or Prints	2.75
03/12/23	Color Copies or Prints	2.20
03/13/23	Color Copies or Prints	1,465.75
03/14/23	Color Copies or Prints	2.20
03/16/23	Color Copies or Prints	8.80
03/17/23	Color Copies or Prints	25.85
03/22/23	Color Copies or Prints	3.30
03/23/23	Color Copies or Prints	74.80
03/28/23	Color Copies or Prints	664.95
03/28/23	Color Copies or Prints	298.10
	Total	2,754.95

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Postage to the N.J. Attorney Fund	9.48
	Total	9.48

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Expenses

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Steve Toth - Steve Toth, Lodging 1 night, New York, NY, Travel for mining assets auction. 03/01/2023	387.91
03/17/23	Casey McGushin - Casey McGushin, Lodging 2 nights, New York, New York, Travel for deposition preparation and attending depositions. 03/17/2023	1,000.00
	Total	1,387.91

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Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Steve Toth - Steve Toth, Agency Fee, one way from New York, NY to Chicago, IL, Travel for mining assets auction. 03/01/2023	58.00
03/01/23	Steve Toth - Steve Toth, one way Airfare, New York, NY to Chicago, IL, Coach, Travel for mining assets auction. 03/01/2023	260.95
03/08/23	Casey McGushin - Casey McGushin, one way Airfare, Chicago, IL to New York, NY, Coach, Travel for deposition preparation and to attend depositions. 03/08/2023	288.98
03/14/23	Casey McGushin - Casey McGushin, Agency Fee, one way from Chicago, IL, to New York, NY, Travel for deposition preparation and to attend depositions. 03/14/2023	35.00
03/15/23	Casey McGushin - Casey McGushin, one way Airfare, New York, NY to Chicago, IL, Coach, Travel for deposition preparation and to attend depositions. 03/15/2023	353.98
	Total	996.91

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Expenses

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/15/23	SUNNY'S WORLDWIDE - STEVEN M TOTH-one way car from Chicago Airport to K&E Office for mining assets auction. 03/01/2023	137.05
03/15/23	SUNNY'S WORLDWIDE - MICHAEL B SLADE, one way car from NY Airport to K&E Office for deposition preparation. 03/13/2023	90.80
03/15/23	SUNNY'S WORLDWIDE - CASEY JAMES MCGUSHIN-one way car from NY Airport to K&E Office for deposition preparation and to attend depositions. 03/15/2023	90.80
03/15/23	SUNNY'S WORLDWIDE - STEVEN M TOTH- one way car from Hotel to NY Airport for mining assets auction. 03/01/2023	113.17
03/17/23	Casey McGushin - Casey McGushin, one way car from K&E Office to NY Airport for deposition preparation and to attend depositions. 03/17/2023	77.94
03/19/23	Crown Car & Limousines Inc - MCGUSHIN CASEY JAMES, one way car from Chicago Airport to Home for deposition preparation and attending depositions. 03/17/2023	115.02
	Total	624.78

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Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Steve Toth - Steve Toth, Travel Meals, Travel to New York, NY from Chicago, IL for mining assets auction. Steve Toth 03/01/2023	9.79
03/15/23	Casey McGushin - Casey McGushin, Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and attending depositions. Casey McGushin 03/15/2023	16.17
03/16/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and attending depositions. Casey McGushin 03/16/2023	100.00
03/16/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and attending depositions. Casey McGushin 03/16/2023	27.84
03/17/23	Casey McGushin - Casey McGushin, Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and to attend depositions. Casey McGushin 03/17/2023	89.63
03/17/23	Casey McGushin - Casey McGushin, Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and to attend depositions. Casey McGushin 03/17/2023	25.00
03/17/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and attend depositions. Casey McGushin 03/17/2023	40.00
	Total	308.43

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/23	Lexitas - Court Reporter - Auction Day 1	3,343.50
	Total	3,343.50

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/10/23	Lexitas - Stenographer Cancellation Fee re M. Meghji deposition	295.00
03/31/23	MAGNA LEGAL SERVICES LLC - Original and 1 certified copy of transcript Committee deposition of re Rob Loban.	3,023.48
	Total	3,318.48

Outside Paralegal Assistance

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/05/23	LegalPartners Group LLC - Discovery related expenses re FTX, Alameda research	17,598.49
03/12/23	LegalPartners Group LLC - Discovery related projects re FTX, Alameda research	18,364.89
	Total	35,963.38

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Trevor Eck	559.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Michael Koch	20.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Jimmy Ryan	208.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by David Hackel	105.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Lucas Spangler	261.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Ziv Ben-Shahar	92.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Brian Nakhaimousa	83.00
	Total	1,328.00

Legal Services for the Period Ending March 31, 2023

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Expenses

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 03/01/2023	16.69
03/07/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 03/07/2023	16.70
03/08/23	Francis Petrie - Francis Petrie, Work late - office to home. 03/08/2023	17.95
03/28/23	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, Work late - office to home. 03/28/2023	12.97
	Total	64.31

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Expenses

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/02/23	David Hackel - David Hackel, Overtime Meals. David Hackel 03/02/2023	40.00
03/02/23	Trevor Eck - Trevor Eck Overtime Meals -, Trevor Eck 03/02/2023	36.79
03/07/23	Brian Nakhaimousa - Brian Nakhaimousa, Overtime Meals - Attorney. Brian Nakhaimousa 03/07/2023	28.31
03/07/23	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York OT meal. Francis Petrie 03/07/2023	24.93
	Total	130.03

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/27/23	FEDERAL EXPRESS to U.S. SEC, 100 F Street, NE Washington, DC - 771613129765	18.25
	Total	18.25
TOTAL EXPENSES		\$ 50,609.81